



AIA Engineering Ltd.

July 14, 2016

To,

The Manager (Listing), The BSE Ltd. Mumbai Script Code: 532683	The Manager (Listing), National Stock Exchange of India Ltd. Mumbai Script Code: AIAENG
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Dear Sir/Madam,

**Sub: Notice of 26<sup>th</sup> Annual General Meeting**

Please find enclosed Notice of 26<sup>th</sup> Annual General Meeting scheduled to be held on Friday, the 12<sup>th</sup> August, 2016. The Notice alongwith Annual Report 2015-16 has also been placed on our website [www.aiaengineering.com](http://www.aiaengineering.com).

This is for your information and records.

Yours faithfully,  
For AIA Engineering Limited

S.N. Jetheliya  
Company Secretary



Encl: a/a.

CIN : L29259GJ1991PLC015182

**Corporate Office** : 11-12, Sigma Corporates, B/h. HOF Showroom, Off S. G. Highway, Sindhu Bhavan Road, Bodakdev, Ahmedabad 380 054. Gujarat (INDIA) Ph.: +91-79-66047800 Fax: +91-79-66047848

**Registered Office** : 115, G.V.M.M. Estate, Odhav Road, Ahmedabad - 382410. Ph.: +91-79-22901078 Fax : +91-79-22901077  
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**An ISO 9001 Certified Company**

# NOTICE

Notice is hereby given that the TWENTY SIXTH ANNUAL GENERAL MEETING of the members of **AIA ENGINEERING LIMITED** will be held on FRIDAY, the 12th August, 2016 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 Standalone and Consolidated Audited Balance Sheet as at 31st March 2016 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 confirm the Interim Dividends declared on Equity Shares for the financial year ended 31st March 2016.
3. To appoint a Director in place of Dr. S. Srikumar (DIN 01025579), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Yashwant M. Patel (DIN 02103312), who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-appoint M/s. Talati & Talati, Chartered Accountants, Ahmedabad (Firm Registration No. 110758W), the Statutory Auditors of the Company and fix their remuneration.

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Talati & Talati, Chartered Accountants, Ahmedabad having ICAI Firm Registration No.110758W, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of the provisions of Section 141 of the Act and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial year 2016-17, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Managing Director of the Company in consultation with the said Auditors, in addition to service tax and re-imbursment of out of pocket expenses incurred by them in connection with the audit of accounts of the Company."

## SPECIAL BUSINESS:

6. 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 Sections 196, 197, 203 and other applicable provisions, if any, 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 V, approval of the members be and is hereby accorded for the re-appointment of Mr. Bhadrash K. Shah (DIN-00058177) as the Managing Director of the Company

for a period of 5 years with effect from 1st October, 2016 on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting with a liberty and power to the Board of Directors of the Company (including its Committee constituted for the purpose) to grant increments and to alter and vary the terms and conditions of the said appointment so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Mr. Bhadrash K. Shah."

**"RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances, etc. payable to Mr. Bhadrash K. Shah within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Bhadrash K. Shah without any further reference to the Company in General Meeting."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution."

7. 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 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, if applicable, the consent of the members of the Company be and is hereby accorded for the appointment of Powertec Infrastructure Holdings Pvt. Ltd., (hereinafter referred to as "Powertec Infrastructure") 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 Infrastructure for a period of 3 years with effect from 1st October, 2016 to 30th September, 2019."

**"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 and the decision taken by the Board shall be final and binding on all the members and other interested parties."

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

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and are hereby accorded to the material related



party transactions entered/to be entered into and carried out in the ordinary course of business and at arm's length price with Welcast Steels Limited (WSL), a Subsidiary of the Company and Related Party as per Accounting Standard (AS) 18, for the purchase of goods during the period from 1st April, 2016 to 31st March, 2017 for an aggregate amount, which may exceed the threshold limit of 10 percent of annual consolidated turnover of the Company for the financial year 2015-16 on the terms and conditions as mentioned in the Contract Manufacturing Agreement entered into by the Company with WSL on 1st January, 2014 and its Amendment dated 24th May, 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."

9. 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, read with 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, 2017."

**"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."

By Order of the Board of Directors,

Sd/-

**S. N. JETHELIYA**  
*Company Secretary*

Place: Ahmedabad  
Date : 25th May, 2016

## NOTES

- The Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, are annexed hereto.
- 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.
- Members are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of the meeting Hall.
- An Interim Dividend of ₹ 8 per share (400%) and a Special Interim Dividend of ₹ 10 per share (500%) has been declared by the Board of Directors during the year ended 31st March, 2016 and the same is proposed to be confirmed by the approval of the members at the ensuing Annual General Meeting.
- 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.
- 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 2015-16 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 2015-16 has been sent in the permitted mode.
- 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 (9.00 a.m. to 5.00 p.m.) 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 and Annual Report 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.  
The un-audited half-yearly and quarterly financial results of the Company are uploaded at the website of the Company.  
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	Type of Dividend	Due date of Transfer to IEPF
1.	2008-09	Final Dividend	30.10.2016
2.	2009-10	Interim Dividend	16.03.2017
3.	2009-10	Final Dividend	17.09.2017
4.	2010-11	Final Dividend	17.09.2018
5.	2011-12	Final Dividend	18.09.2019
6.	2012-13	Final Dividend	17.09.2020
7.	2013-14	Final Dividend	17.10.2021
8.	2014-15	Final Dividend	30.10.2022
9.	2015-16	Interim & Special Interim	15.04.2023

8. 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.

- (i) Mr. Tushar M. Vora, Practicing Company Secretary [Membership No. FCS 3459] has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (ii) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (iii) Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through poll paper shall be treated as invalid.
- (iv) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date i.e. 5th August, 2016 only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting.
- (v) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the notice convening the meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.

The detailed process, instructions and manner of e-voting facility is annexed to the notice.

9. Re-appointment / Appointment of Directors:

Dr. S. Srikumar (DIN 01025579), Non-Independent, Non-Executive Director of the Company will retire by rotation at the ensuing 26th Annual General Meeting of the members of the Company and being eligible, has offered himself for re-appointment.

Mr. Yashwant M. Patel (DIN 02103312), Whole-Time Director of the Company will retire by rotation at the ensuing 26th Annual General Meeting of the members of the Company and being eligible, has offered himself for re-appointment.

Mr. Bhadrish K. Shah (DIN-00058177), who was appointed as a Managing Director on 2nd July, 2011, for a period of 5 years to hold the office from 1st October, 2011 to 30th September, 2016. The Board, on the recommendation of Nomination and Remuneration Committee, has re-appointed him as Managing Director for a further period of 5 years from 1st October, 2016 to 30th September, 2021 and proposed a resolution for member's approval at the ensuing AGM.

Pursuant to the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") 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. 6

The members at the 21st Annual General Meeting of the Company held on 12th August, 2011 re-appointed Mr. Bhadrish K. Shah as Managing Director for a period of 5 years with effect from 1st October, 2011 on a remuneration of ₹ 6.00 lacs per month. The term of his present appointment will expire on 30th September, 2016.

The Nomination and Remuneration Committee of the Company at its meeting held on 25th May, 2016 and subsequently, the Board at its meeting held on 25th May, 2016 has re-appointed Mr. Bhadrish K. Shah as Managing Director unanimously for a further period of 5 years on a same remuneration i.e. ₹ 6.00 Lacs per month with effect from 1st October, 2016 subject to the approval of the Shareholders in





General Meeting. The other terms and conditions are set out in the draft agreement to be entered into by the Company with him, which is available for inspection to the members at the registered office of the company on working days except Saturday between 9.00 a.m. and 5.00 p.m. till the date of Annual General Meeting.

Mr. Bhadresh K. Shah, is B. Tech (Metallurgy) from Indian Institute of Technology, Kanpur. He has a career spanning over 39 years in the manufacturing and design of various kinds of value added, impact, abrasion and corrosion resistant high chrome castings. These components include products like grinding media, liners, diaphragms, vertical mill parts etc. all manufactured in high chrome metallurgy. The main application of these products is in the grinding operation in the mills in the cement, thermal power and mining industries. He is very well versed in all aspects of production, cost and technical administration. His emphasis on manufacturing process improvements, new product development, quality and adhering to international manufacturing standards has ensured that Company's products are recognized domestically as well as internationally.

The excellent growth and reputation enjoyed by the Company is attributable to the concentrated efforts and hard work put in by Mr. Bhadresh K. Shah. The Board of Directors felt that it is in the best interest of the Company to continue to avail the services of Mr. Bhadresh K. Shah as Managing Director. The Board recommends the resolution to the members for their approval. The brief particulars of his terms and conditions of remuneration are mentioned herein below:

1. The Managing Director shall be subject to the superintendence, control and direction of the Board of Directors and he will be entrusted with substantial powers of management and will also perform such other duties as may be entrusted to him, from time to time.
2. Period of appointment: Five years with effect from 1st October, 2016.
3. Remuneration payable to Mr. Bhadresh K. Shah:
  - (a) Salary : ₹ 6.00 lacs on per month with effect from 1st October, 2016 with such increment/revision as may be approved by the Board of Directors.
  - (b) Perquisites and allowances :
    - i) Housing
      1. Expenses pertaining to electricity bill of his residence will be borne/reimbursed by the Company.
      2. Company shall provide furniture, fixtures and furnishings at the residence of Managing Director.
      3. Expenses pertaining to repairs, maintenances & cleaning of the house, furniture and fixtures or other appliances etc. will be borne/reimbursed by the Company.
    - ii) Medical Expenses  
Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for himself and family.
    - iii) Leave Travel Concession  
Leave Travel Concession (LTC) in respect of himself and family not exceeding one month's salary per annum. The LTC entitlement for any one year to the

extent not availed shall be allowed to be accumulated upto the next two years.

- iv) Club Fees  
Reimbursement of membership-fee to 3 clubs in India including admission and life membership fee.
- v) Personal Accident Insurance  
Personal Accident Insurance Policy of such amount, premium of which shall not exceed ₹ 20,000/- per annum.
- vi) Gratuity  
Gratuity at a rate of half month's salary for each completed year of service.
- vii) Leave  
Leave with full pay or encashment thereof as per the rules of the Company.
- viii) Other Perquisites  
Subject to overall ceiling on remuneration mentioned herein below, the Managing Director may be given other allowances, benefits and perquisites as the Board of Directors may decide from time to time.

Explanation:

Perquisites shall be evaluated as per Income-Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

(c) Amenities:

- i) Conveyance facilities  
Company shall provide suitable conveyance facilities as may be required by the Managing Director.
- ii) Communication facilities  
Company shall provide telephone, telefax and other communication facilities at the Managing Director's residence.

Notwithstanding anything contained to the contrary herein contained, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay salary and perquisites as specified above and in addition thereto perquisites not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 from time to time.

The Managing Director so long as he functions as such shall not be paid any sitting fees for attending the meetings of Board or Committees thereof.

Mr. Bhadresh K. Shah shall not be liable to retire by rotation under Section 152 of the Companies Act, 2013, so long as he is Managing Director and if he ceases from any date to be a Director of the Company for any reason whatsoever, he shall also cease to be the Managing Director from such date.

Mr. Bhadresh K. Shah is deemed to be interested in the said resolution as it relates to his re-appointment. Except Mrs. Bhumika S. Shodhan and Mrs. Khushali S. Solanki, none of the other Directors is in any way concerned or interested in the above resolution.

Your Directors recommend the above Ordinary Resolution for your approval.

#### **ITEM NO. 7:**

The Company is having a Retainership Agreement as well as Service Agreement with Powertec Engineering Pvt. Ltd. for a period of three years from 1st April, 2014 to 31st March, 2017, in which a Director of the Company Dr. S. Srikumar is a Director.

Now the Company wants to enter the similar type of agreements with Powertec Infrastructure Holdings Pvt. Ltd. instead of Powertec Engineering Pvt. Ltd., a another Company of Dr. S. Sri Kumar, who is also a Director of the Company for a further period of three years from 1st October, 2016 to 30th September, 2019.

Your Directors feel that the business experience of the Company is very good with Powertec Engineering Pvt. Ltd. Powertec Engineering Pvt. Ltd. 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

Period	Retainership Fee Amount per month (₹ in lacs)	Service Charges Amount per month (₹ in lacs)
01.10.2016 to 30.09.2017	3.34	1.28
01.10.2017 to 30.09.2018	3.34	1.28
01.10.2018 to 30.09.2019	3.34	1.28

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 an Ordinary 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 enter the Agreements with Powertec Infrastructure Holdings Pvt. Ltd. for a further period of three years effective from 1st October, 2016 to 30th September, 2019.

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

Except Dr. S. Sri Kumar who is also a Director and Member of Powertec Infrastructure Holdings Pvt.Ltd., 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 an Ordinary Resolution for the approval of the Members of the Company.

#### ITEM NO. 8:

Welcast Steels Limited, (WSL), is a Subsidiary of the Company. The Company is holding 74.85% of the Shares in the Share Capital of WSL. WSL is a Related Party as per definition under Section 2 (76) of the Companies Act, 2013 and SEBI Listing Regulations, 2015.

The provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time exempts any transactions entered into by the Company in its ordinary course of business and done at arm's length price, from the requirement of prior approval of the members by way of an Ordinary Resolution.

Transactions to be entered into / carried out with WSL are of purchase and sale of goods. Omnibus approval of the Audit Committee has been obtained at its meeting held on 25th May, 2016.

Mr. Bhadresh K. Shah, Managing Director, Mr. Rajendra S. Shah, Chairman, Mr. Sanjay S. Majmudar, Director, Mrs. Khushali S. Solanki, Director, all being Directors in WSL and Mr. S. N. Jetheliya, Company Secretary who is also a Company Secretary of WSL are related to WSL.

The annual consolidated turnover as per the audited financial statements for the year ended 31st March, 2016 was ₹ 2,098.39 crore. It is presumed that the transactions to be entered in the Current Financial Year of 2016-17 may exceed the threshold limit of 10% of annual consolidated turnover of the Company. The approval of the members

agreement. With regard to Service Agreement also the experience is quite satisfactory.

Pursuant to the provisions of Section 188 of the Companies Act, 2013, Company is required to take prior approval of the members of the Company before entering into any contract with the related party. In compliance with the above provisions, the Board recommends this resolution for their approval for entering into the contract with Powertec Infrastructure Holdings Pvt. Ltd. for a period of further three years from 1st October, 2016 to 30th September, 2019 for the following payments.

for the transactions proposed to be entered into and carried out with WSL during the financial year 2016-17, in ordinary course of business and at arm's length price, is being sought by way of abundant caution and as a proactive measure.

Further, Regulation 23 of the SEBI Listing Regulations requires that the entities falling under the definition of related party to abstain from voting irrespective of whether the entity is a party to the transaction or not. Accordingly, the Company being the promoter of WSL holding 74.85% of the Paid-up Capital, is required to abstain from the voting on this resolution of the notice.

Except Mr. Bhadresh K. Shah, Managing Director, Mr. Rajendra S. Shah, Chairman, Mr. Sanjay S. Majmudar, Director, Mrs. Khushali S. Solanki, Director and Mr. S.N. Jetheliya, Company Secretary of the Company and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

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

#### ITEM NO. 9.

The Board of Directors on the recommendation of the Audit Committee, re-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 2016-17 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 2016-17.

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.

By Order of the Board of Directors,

Sd/-

**S. N. JETHELIYA**  
Company Secretary

Place : Ahmedabad  
Date : 25th May, 2016



## ANNEXURE TO THE NOTICE

Disclosure pursuant to SEBI Listing Regulations with regard to the Directors seeking Appointment / Re-appointment at the forthcoming Annual General Meeting (Refer Item No. 3, 4 and 6) of the Notice:

<b>Name</b>	<b>Dr. S. Srikumar (DIN-01025579)</b>
Date of Birth / Age	25th November, 1959 – 57 Years
Appointed on	20th 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

<b>Name</b>	<b>Mr. Yashwant M. Patel (DIN-02103312)</b>
Date of Birth / Age	5th October, 1943 – 72 Years
Appointed on	12th November, 2010
Qualifications	B. Sc (Chemistry)
Expertise in specific functional areas	He possesses rich and varied experience in Production, Administration, HR and Accounts.
Directorships held in other Public Companies	NIL
Membership/ Chairmanships of Committees across other Public Companies	NIL
No. of Equity Shares held in the Company.	NIL

<b>Name</b>	<b>Mr. Bhadresh K. Shah (DIN-00058177)</b>
Date of Birth / Age	7th October, 1951 – 65 Years
Appointed on	11th March, 1991
Qualifications	B. Tech (Metallurgy)
Expertise in specific functional areas	He is B. Tech (Metallurgy) from Indian Institute of Technology, Kanpur. He has a career spanning over 39 years in the manufacturing and design of various kinds of value added, impact, abrasion and corrosion resistant high chrome castings. These components include products like grinding media, liners, diaphragms, vertical mill parts etc. all manufactured in high chrome metallurgy. The main application of these products is in the grinding operation in the mills in the cement, thermal power and mining industries. He is very well versed in all aspects of production, cost and technical administration. His emphasis on manufacturing process improvements, new product development, quality and adhering to international manufacturing standards has ensured that Company's products are recognized domestically as well as internationally.
Directorships held in other Public Companies	Welcast Steels Ltd.
Membership/ Chairmanships of Committees across other Public Companies	Welcast Steels Ltd. - Audit Committee – Member Welcast Steels Ltd. - Stakeholders Relationship Committee – Member
No. of Equity Shares held in the Company.	5,81,28,900

**INSTRUCTIONS FOR 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 facility to exercise their right to vote at the 26th 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:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9th August, 2016 at 9.00 a.m. and ends on 11th August, 2016 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 5th August, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders".
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN "**160630010-AIA Engineering Limited**".
- (xii) 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 that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting" available for android based mobiles. The "m-Voting" app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- II. 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.
- III. 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](http://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 : <a href="mailto:snj@aiaengineering.com">snj@aiaengineering.com</a> , <a href="mailto:ric@aiaengineering.com">ric@aiaengineering.com</a>
Registrar and 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 : <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Scrutinizer	CS Tushar Vora, Practicing Company Secretary E-mail : <a href="mailto:cstushar@tusharvora.com">cstushar@tusharvora.com</a>







# ATTENDANCE SLIP



**AIA ENGINEERING LIMITED**

[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

**26TH ANNUAL GENERAL MEETING**

I/We hereby record my / our presence at the 26th 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 Friday, the 12th August 2016 at 10.00 a.m.

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

.....  
Member's / Proxy name in Block

.....  
Member's / Proxy's Signature

**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 2015-16 and Notice of the 26th Annual General Meeting (AGM) along with Attendance Slip and Proxy Form are being sent to all the members 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 2015-16 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.

**ROUTE MAP TO THE AGM VENUE**

**AIA ENGINEERING LIMITED**

CIN:L29259GJ1991PLC015182



**26th Annual General Meeting**  
**Date: 12th August, 2016**  
**Time : 10.00 AM**

**Venue : HT Parekh Convention Centre,**  
**Ahmedabad Management Association (AMA)**  
**Vastrapur, Ahmedabad 380 015**



# PROXY FORM

**AIA ENGINEERING LIMITED**

[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: .....  
 Email ID: ..... Signature: ..... or failing him / her:
- (2) Name: ..... Address: .....  
 Email ID: ..... Signature: ..... or failing him / her:
- (3) Name: ..... Address: .....  
 Email ID: ..... Signature: ..... or failing him / her:

as my /our proxy to attend and vote for my / our behalf at the Twenty Sixth Annual General Meeting of the Members of the Company to be held on Friday, the 12th August, 2016 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:

Resolution No.	Particulars of Resolution	Optional	
		For	Against
	<b>ORDINARY BUSINESS</b>		
1.	Adoption of financial statements for the year ended 31st March 2016.		
2.	Confirmation of declaration of Interim & Special Interim Dividend for the financial year 2015-16.		
3.	Re-appointment of Dr. S. Srikumar, a Director retires by rotation.		
4.	Re-appointment of Mr. Yashwant M. Patel, Whole-Time Director retires by rotation.		
5.	Re-Appointment of Statutory Auditors.		
	<b>SPECIAL BUSINESS</b>		
6.	Re-appointment of Mr. Bhadresh K. Shah as a Managing Director for a period of five years		
7.	Approval of related party transactions.		
8.	Approval of holding an Office or Place of Profit by Powertec Infrastructure Holdings Pvt. Ltd.		
9.	Ratification of remuneration to Cost Auditors.		

Signed this ..... day of ..... 2016

Signature of Shareholder .....

Signature of Proxy holder (s) .....

**Note:**

- 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.
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 26th Annual General Meeting.
- 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.
- Please complete all details including details of member (s) in the above box before submission.



