



AIA Engineering Limited

August 13, 2016

To,
The Manager (Listing),
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Script Code: 532683

To,
The Manager (Listing),
National Stock Exchange of India Limited
“Exchange Plaza”, C-1 , Block – G,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051
Script Code: AIAENG

Dear Sir/Madam,


Sub.: Proceeding of 26th Annual General Meeting of AIA Engineering Limited

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Proceedings of the 26th Annual General Meeting of the Company held on 12th August, 2016.

Kindly acknowledge the receipt and take the above on record.

Thanking you,

Yours faithfully,
For, AIA Engineering Limited


S. N. Jetheliya
Company Secretary



Encl: As above

CIN : L29259GJ1991PLC015182

An ISO 9001 Certified Company

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
www.aiaengineering.com, E-mail : ric@aiaengineering.com

PROCEEDINGS OF 26TH ANNUAL GENERAL MEETING (“AGM”) HELD ON AUGUST 12TH, 2016 AT 10.00 A.M. AT H T PAREKH CONVENTION CENTER, AHMEDABAD MANAGEMENT ASSOCIATION, ATIRA CAMPUS, DR. VIKRAM SARABHAI MARG, AHMEDABAD – 380 015.

Directors Present:

- | | | |
|-----------------------------|---|----------------------|
| 1. Mr. Rajendra S. Shah | - | Chairman |
| 2. Mr. Bhadrash K. Shah | - | Managing Director |
| 3. Mr. Yashwant M. Patel | - | Whole-Time Director |
| 4. Mr. Sanjay S. Majmudar | - | Independent Director |
| 5. Dr. S. Srikumar | - | Director |
| 6. Mr. Rajan Harivallabhdas | - | Independent Director |
| 7. Mrs. Bhumika S. Shodhan | - | Director |
| 8. Mrs. Khushali S. Solanki | - | Director |

In Attendance:

- | | | |
|--|---|---|
| Mr. S. N. Jetheliya | - | Company Secretary |
| Mr. Ajay Thakkar &
Mr. Bhaskar Iyer | - | Partners, Talati & Talati, Statutory Auditors |
| Mr. Tushar Vora | - | Secretarial Auditor |

Members Present:

- 1) In Person – 72
- 2) By Proxy – 2, representing 5,31,303 Shares

Mr. Rajendra S. Shah, Chairman of the Company, occupied the Chair. He confirmed that the requisite quorum being present called the meeting to order. He referred to the notice dated May 25, 2016 convening the 26th Annual General Meeting and with the consent of the members present, the notice was taken as read.

The Chairman then delivered his speech by reading his detailed statement on the performance of the Company. He apprised the members that there were no qualifications, observations or comments on the financial transactions or matters which have any effect on Company's functioning, in the Auditors' Report or in the Secretarial Auditors' Report for financial year 2015-16, which are required to be read before the AGM in terms of Section 145 of the Companies Act, 2013 read with the relevant Secretarial Standard.

The Chairman thereafter declared that the copies of audited financial statements for the year ended March 31, 2016, Boards' and Auditors' Report had been posted/emailed as the case may be, to all the Members and that the original documents along with Register of Members, Register of Directors' Shareholding, Register of Contract and other the statutory registers and Secretarial Auditors' Report were available for inspection.

The Company Secretary informed the members that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2011, the Company had provided e-voting facility to the members vide notice of AGM dated May 25, 2016. Members voted through remote e-voting during August 9, 2016 (9.00 a.m.) to August 11, 2016 (5.00 p.m.), being the period fixed for e-voting as per relevant Rules under the Companies Act, 2013. The

members who could not do e-voting earlier, they can vote through polling paper was made available at the AGM venue.

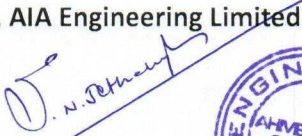
Thereafter, Chairman invited the members to speak or ask questions/clarifications relating to performance of the Company and/or business to be transacted at the AGM. A few members, spoke in the meeting, raised queries, sought clarification and gave suggestions on a number of subjects and issues. Chairman replied to all the queries raised by members in details and provided clarifications on various matters to the satisfaction of members, noted the suggestions given by them and appreciated and thanked the members for taking keen interest in the performance of the Company.

The following items of business, as per the Notice of the AGM were transacted –

1. Adoption of Standalone and Consolidated Audited Annual Accounts of the Company for the Financial Year 2015-16.
2. Confirmation of Interim Dividends on Equity Shares for the Financial Year 31st March, 2016.
3. Re-Appointment of Dr. S. Srikumar, Director retires by rotation.
4. Re-Appointment of Mr. Yashwant M. Patel, Whole-Time Director retires by rotation.
5. Re-Appointment of Statutory Auditors M/s. Talati & Talati, Chartered Accountants, Ahmedabad.
6. Re-appointment of Mr. Bhadresh K. Shah as Managing Director for a further period of five years w.e.f. 1st October, 2016.
7. Approval of holding an office or place of profit by Powertec Infrastructure Holdings Private Limited.
8. Approval of Related Party Transactions.
9. Ratification of Remuneration of Cost Auditors.

The Chairman informed the shareholders that Mr. Tushar Vora, Member, Institute of Company Secretaries of India had been appointed as the Scrutinizer for the poll at this meeting and to report on the combined voting results of e-voting and the poll for each of the item as per the notice of the AGM. The Chairman informed the members that the consolidated results of e-voting and ballot voting would be announced within 48 hours and also be intimated to Stock Exchanges and posted on the website of the Company and Central Depository Services (India) Limited.

For, AIA Engineering Limited


S. N. Jetheliya
Company Secretary

