

# NOTICE

Notice is hereby given that the **THIRTY FIRST ANNUAL GENERAL MEETING** of the Members of **AIA ENGINEERING LIMITED** will be held on Friday, the 3 September, 2021 at 10.00 a.m. through Video Conferencing/Other Audio Visual Means, to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31 March 2021 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 31 March 2021.
3. To appoint a Director in place of Mrs. Bhumika S. Shodhan (DIN: 02099400), who retires by rotation and being eligible, offers herself for re-appointment.

## SPECIAL BUSINESS:

4. 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 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 to the re-appointment of Mr. Bhadrish K. Shah (DIN: 00058177) as the Managing Director of the Company for a period of 5 years with effect from 1 October, 2021 on the terms and conditions of appointment and remuneration as contained in the draft Agreement 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. Bhadrish 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. Bhadrish K. Shah within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Bhadrish 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."

5. 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 applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations") the approval of the members be and is 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 to the tune of ₹ 29,000.00 Lakhs p.a. with Welcast Steels Limited (WSL), a Subsidiary of the Company and Related Party as per Indian Accounting Standard (Ind AS) 24, for the Purchase of Goods during the period from 1 April, 2021 to 31 March, 2022 for an aggregate amount, which may exceed the threshold limit of 10 percent of annual consolidated turnover of the Company for the Financial Year 2020-21 on the terms and conditions as mentioned in the Contract Manufacturing Agreement entered into by the Company with WSL on 1 January, 2014.

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

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 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 of ₹ 4.00 Lakhs as decided by the Board of Directors on the recommendations of the Audit Committee and payable to 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 2021-2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient 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:**



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**“RESOLVED THAT** pursuant to the provisions of Sections 149, 197, 198, other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members of the Company be and is hereby accorded to pay remuneration by way of commission to Non-Executive Directors of the Company (i.e. Directors other than the Managing Director and/or the Whole-Time Directors), of such sum in such proportion and in such manner as may be determined by the Board of Directors from time to time provided that such commission in aggregate shall not exceed, one per cent (1.00%) of the net profits of the Company for each Financial Year from 1 April, 2021 onwards as computed in the manner laid

down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** approval of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, things, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution.”

By Order of the Board of Directors,

Place : Ahmedabad

Date : 25 May, 2021

Regd. Office:

115, G.V.M.M. Estate,

Odhav Road, Odhav,

Ahmedabad 382 410

CIN: L29259GJ1991PLC015182

**S. N. Jetheliya**

Company Secretary

## 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. In view of the COVID-19 Pandemic, the Ministry of Corporate Affairs vide its Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 (“MCA Circulars for General Meetings”) and SEBI vide its Circulars dated May 12, 2020 and January 15, 2021 (“SEBI Circulars for General Meetings”) permitted the holding of the General Meetings through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) without the physical presence of members at a common venue. In compliance with the provisions of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), MCA Circulars and SEBI Circulars for General Meetings, the Annual General Meeting (“AGM”) of the Company is being held through VC/OAVM.

As this AGM is being held pursuant to the MCA Circulars for General Meetings through VC/OAVM, the facility to appoint Proxy will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, a Body Corporate is entitled to appoint Authorized Representative to attend AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

As this AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

3. The Register of Members and Share Transfer Book of the Company will remain closed from Saturday, the 28 August, 2021 to Friday, the 3 September, 2021 (both days inclusive) for annual closing and determining the entitlement of the members to the Dividend for the Financial Year 2020-21.
4. A Dividend of ₹ 9/- per share (450%) has been recommended by the Board of Directors for the year ended 31 March 2021 for the approval of members at the ensuing AGM and if approved by members, it will be paid on or before 2 October, 2021.
5. Members may note that the Income Tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (“TDS”) at the time of making the payment of final dividend. The Company had sent an email communication to all the members of the Company on June 1, 2021 with regard to deduction of tax on dividend as per the amendment introduced by the Finance Act, 2020 in the IT Act.

Said email communication contained the details of tax rates for various categories of shareholders (Resident Indian, Non-Resident Indian, FIIs, FPIs, etc.), the link to download various Blank Forms and separate link and email ID to upload the signed forms and various

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documents by the shareholders to enable the Company to determine the appropriate TDS / withholding tax rate applicable. The said facility to upload the documents/ sending documents through e-mail is open till July 31, 2021. Any communication received after July 31, 2021 will not be considered.

For the information of the members, it is hereby clarified that **no tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend to be paid during the Financial Year does not exceed ₹ 5,000/- or if an eligible resident member has provided a valid Declaration in Form 15G/Form 15H or other documents as may be applicable to different categories of members.** The rate of TDS will vary depending on the residential status of the shareholder and documents registered with the Company.

The Company will issue soft copy of the TDS Certificate to its shareholders through e-mail registered with the Company / RTA post payment of the dividend. The Shareholders will also be able to download the TDS details from the Income Tax Department's website <https://www.incometax.gov.in> (refer Form 26AS).

In case TDS is deducted at a higher rate in the absence of receipt of the aforementioned details/documents, an option is still available with the shareholder to file the Return of Income and claim an appropriate Refund. No claim shall lie against the Company for such taxes deducted.

In the event of any Income Tax Demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the member/s, such member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any Assessment/Appellate proceedings before the Tax/Government Authorities.

This communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

If you are a member of the Company as on August 27, 2021 and the dividend receivable by you is taxable under the IT Act, the Company shall be obligated to deduct taxes at source on the dividend payable to you as per the applicable provisions under the IT Act.

Members holding shares in dematerialized mode, are requested to update their records such as Tax Residential Status, PAN and register their email addresses, mobile numbers and other details with their

relevant Depositories through their DPs. The members holding shares in physical mode are requested to furnish details to the Company's RTA.

The Company has sent necessary intimation with regard to TDS on dividend with all details to all the shareholders through email, whose email IDs are registered with the Company/ RTA.

6. 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.

SEBI vide its Circular dated April 20, 2018, directed all the listed companies to record the Income Tax PAN and Bank Account Details of all their shareholders holding shares in physical form. All those shareholders who are yet to update their details with the Company are requested to do so at the earliest. This will help the shareholders to receive the dividend declared by the Company, directly in their respective bank accounts.

7. 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 F.Y. 2020-21 will be sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes.

8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection electronically during the period of AGM.

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 on the website of the Company.

In case you wish to receive the above documents in physical form, you are requested to please inform us on 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.



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9. The Ministry of Corporate Affairs has notified provisions relating to unpaid/unclaimed dividend under Section 124 and 125 of the Companies Act, 2013 and Investor Education Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016.

Those members who has so far not en-cashed their dividend warrants for the below mentioned Financial Years, may claim or approach the Company for the payment thereof, otherwise the same will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government, pursuant to Section 125 of the Companies Act, 2013. Members are requested to note that after such dates, the members will be required to claim their dividend from IEPF Authority.

| Sr. No. | Financial Year | Type of Dividend                   | Due date of Transfer to IEPF |
|---------|----------------|------------------------------------|------------------------------|
| 1.      | 2013-14        | Final Dividend                     | 18.10.2021                   |
| 2.      | 2014-15        | Final Dividend                     | 31.10.2022                   |
| 3.      | 2015-16        | Interim & Special Interim Dividend | 16.04.2023                   |
| 4.      | 2016-17        | Interim Dividend                   | 22.03.2024                   |
| 5.      | 2016-17        | Final Dividend                     | 20.09.2024                   |
| 6.      | 2017-18        | Interim Dividend                   | 28.04.2025                   |
| 7.      | 2018-19        | Final Dividend                     | 18.09.2026                   |
| 8.      | 2019-20        | Interim Dividend                   | 15.04.2027                   |

The IEPF Rules mandate the Companies to transfer also the shares of those shareholders whose dividends remain unpaid/unclaimed for a period of Seven consecutive years to the Demat Account of IEPF Authority. The Company is required to transfer all unclaimed shares to the Demat Account of the IEPF Authority in accordance with the IEPF Rules.

10. Re-appointment / Appointment of Directors:
- Mrs. Bhumika S. Shodhan (DIN: 02099400), Director of the Company will retire by rotation at the ensuing 31<sup>st</sup> Annual General Meeting of the members of the Company and being eligible, has offered herself for re-appointment.
- Mr. Bhadresh K. Shah (DIN: 00058177) had been appointed as a Managing Director for a period of 5 years from 1 October, 2016 to 30 September, 2021. The Board, on the recommendation of Nomination and Remuneration Committee, has re-appointed him as a Managing Director for a further period of 5 years from 1 October 2021 and proposed a resolution for Members' approval at the ensuing Annual General Meeting.
- Pursuant to the requirements under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI LODR Regulations") relating to Corporate Governance, a Statement containing brief resume of

the above Directors together with the details of shares held by them, if any, is annexed hereto.

### 11. 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 to 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 e-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 can also attend the Meeting but shall not be entitled to cast their vote again.
- (iii) 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 name 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. 27 August, 2021 only shall be entitled to avail the facility of remote e-voting.
- (iv) 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.

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

### E-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the General Meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

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2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an Agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020 the facility to appoint Proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.aiaengineering.com](http://www.aiaengineering.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (Agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05 May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA Circular No. 02/2021 dated January 13, 2021.

### THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on 30 August, 2021 at 9.00 a.m. and ends on 2 September, 2021 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. 27 August, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the Demat Account holders, by way of a single login credential, through their Demat Accounts/ websites of Depositories/ Depository Participants**. Demat Account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



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- (iv) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat Accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | <ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>  |
| Individual Shareholders holding securities in demat mode with <b>NSDL</b> | <ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat Account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li></ol> |

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| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b> | You can also login using the login credentials of your Demat Account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type  | Helpdesk details  |
|---|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542-43. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free No.: 1800 1020 990 and 1800 22 44 30.               |

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding shares in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

**For Shareholders other than individual shareholders holding shares in Demat Form and Physical Form**

|  |   |
|--|---|
| 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>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>                  |
| Dividend Bank Details<br><b>OR</b> 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 (v).</li> </ul> |

- 7) After entering these details appropriately, click on "SUBMIT" tab.



## NOTICE (Contd.)

- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN - 210723005 - AIA Engineering Limited.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) 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.

### **(vi) Facility for Non – Individual Shareholders and Custodians –Remote Voting**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [ric@aiaengineering.com](mailto:ric@aiaengineering.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **INSTRUCTIONS TO SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore



## NOTICE (Contd.)

recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to Meeting** mentioning their name, Demat Account number/folio number, email id, mobile number at [viren.thakkar@aiaengineering.com](mailto:viren.thakkar@aiaengineering.com), [snj@aiaengineering.com](mailto:snj@aiaengineering.com), [paresh.shukla@aiaengineering.com](mailto:paresh.shukla@aiaengineering.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to Meeting** mentioning their name, Demat Account number/folio number, email id, mobile number at [viren.thakkar@aiaengineering.com](mailto:viren.thakkar@aiaengineering.com), [snj@aiaengineering.com](mailto:snj@aiaengineering.com), [paresh.shukla@aiaengineering.com](mailto:paresh.shukla@aiaengineering.com). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE Company/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [ric@aiaengineering.com](mailto:ric@aiaengineering.com).
2. For Demat shareholders - Please update your email id & Mobile No. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & Mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual Meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

### **REQUEST TO THE MEMBERS**

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.



## NOTICE (Contd.)

### **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. 4**

The Members at the 26th Annual General Meeting of the Company held on 12 August, 2016 re-appointed Mr. Bhadresh K. Shah as Managing Director for a period of 5 years with effect from 1 October, 2016 on a remuneration of ₹ 6.00 lakhs per month. The term of his present appointment will expire on 30 September, 2021.

The Nomination and Remuneration Committee of the Company at its meeting held on 24 May, 2021 and subsequently, the Board at its meeting held on 25 May, 2021 has re-appointed Mr. Bhadresh K. Shah as Managing Director unanimously for a further period of 5 years on a remuneration of ₹ 8.50 Lakhs per month with effect from 1 October, 2021 subject to the approval of Members in the Annual 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 all working days except Saturday between 9.00 a.m. to 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 50 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 re-appointment and 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 1 October, 2021.
3. Remuneration payable to Mr. Bhadresh K. Shah:
  - (a) Salary : ₹ 8.50 lakhs on per month with effect from 1 October, 2021 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 up to the next two years.
    - iv) Club Fees  
Reimbursement of membership fees for 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 ₹ 50,000/- per annum.
    - vi) Gratuity  
Gratuity at a rate of half month's salary for each completed year of service.

## NOTICE (Contd.)

### 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 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 the 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.

As per the provisions of Section 196 (3) and Proviso to Clause (c) of Part I of Schedule V of the Companies Act, 2013, no person, who has attained the age of seventy years shall be eligible for appointment or continue to remain appointed as a Managing Director of a Company, unless his appointment is approved by a Special Resolution passed by the Company in General Meeting.

During his new tenure as a Managing Director, Mr. Bhadresh K. Shah will attain the age of seventy years, hence, it is required to obtain approval of shareholders by passing a Special Resolution.

Accordingly, on passing of this Special Resolution, it shall also be treated as the Special Resolution passed under Section 196 (3) and Proviso to Clause (c) of Part I of Schedule V of the Companies Act, 2013.

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. 5:**

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

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 of Goods. Omnibus approval of the Audit Committee has been obtained at its Meeting held on 9 February, 2021.

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.

Further, Regulation 23 of SEBI LODR Regulations (as amended with effect from 01.04.2019) requires that the entities/persons falling under the definition of Related Party shall not vote to approve the relevant transaction irrespective of whether the entity/person is a party to the transaction or not. Accordingly, all the above persons being related shall not vote to approve this Resolution of the Notice.



## NOTICE (Contd.)

The annual consolidated turnover of the Company as per the Audited Financial Statements for the year ended 31 March, 2021 is ₹ 2,88,149.24 Lakhs. It is presumed that the transactions to be entered with WSL in the Current Financial Year 2021-22 may exceed the threshold limit which is more than 10% of annual consolidated turnover of the Company for the Financial Year 2020-21.

The approval of the members for the transactions proposed to be entered into and carried out with WSL during the Financial Year 2021-22, in the ordinary course of business and at arm's length price, is being sought by way of abundant caution and as a proactive measure.

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. 6:**

The Board of Directors on the recommendation of the Audit Committee, re-appointed 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 2021-22 and fixed remuneration of ₹ 4.00 Lakhs plus applicable 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 an Ordinary Resolution.

Accordingly, consent of the members is being sought for passing of 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 2021-22.

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

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

### **ITEM NO. 7**

As on 31 March, 2021 the Board of Directors of the Company consisted of Two Executive and Seven Non-Executive

Directors including Five Independent Directors. The Non-Executive Directors bring relevant knowledge and expertise and provide required diversity in Board's decision making process. The role played by the Directors in Company's governance and performance is very important for sustainable growth of the Company.

Pursuant to Section 197(1) of the Companies Act, 2013, Non-Executive Directors (other than the Managing Director and/or the Whole-Time Directors) can be paid (a) sitting fee for Board/Committee meetings as may be prescribed under Second Proviso in Section 197(5) of the Companies Act, 2013; (b) reimbursement of expenses for attending the Board/Committee meetings; (c) remuneration by way of commission as may be approved by the Members.

To enable the Company, to pay remuneration by way of commission to Non-Executive Directors, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, has approved to pay remuneration by way of Commission within the permissible limits under the Companies Act, 2013 provided that such commission in aggregate does not exceed one per cent (1.00%) of the net profits of the Company for each Financial Year from 1 April, 2021 onwards. This remuneration can be distributed amongst all or some of the Non-Executive Directors as may be determined by the Board of Directors from time to time.

As required by Regulations 17(6) of the SEBI LODR Regulations and Article 83 (b) of Articles of Association of the Company, payment of remuneration by way of commission to Non-Executive Directors requires approval of members by way of an Ordinary Resolution.

In view of the above, the resolution at Item No. 7 of the Notice is placed before the members for their approval as an Ordinary Resolution.

Except the Non-Executive Directors of the Company, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the Resolution set out at Item No. 7.

By Order of the Board of Directors,

Place : Ahmedabad  
Date : 25 May, 2021

**S. N. Jetheliya**  
Company Secretary

Regd. Office:  
115, G.V.M.M. Estate,  
Odhav Road, Odhav,  
Ahmedabad 382 410  
CIN: L29259GJ1991PLC015182

## NOTICE (Contd.)

**Relevant details as stipulated under Regulation 26(4) and 36(3) of the SEBI LODR Regulations and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, with regard to the Directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting (Refer Item No. 3 & 4)**

|  |   |
|--|---|
| Name of the Director   | Mrs. Bhumika S. Shodhan   |
| Age  | 41 years  |
| Date of first appointment on the Board of the Company              | 7 November, 2014  |
| Qualification  | Diploma in Fashion Designing  |
| Experience (brief resume)  | She possesses rich and varied experience in Marketing, Administration and Accounts.   |
| Disclosure of Relationship   | She is a daughter of Mr. Bhadrash K. Shah (MD) and sister of Mrs. Khushali S. Solanki (Non-Executive Director).   |
| No. of shares in listed Company                                    | 10,005  |
| Terms and Conditions of Re-appointment                             | As per Resolution at Item No. 3 of the Notice convening this Annual General Meeting, Mrs. Bhumika S. Shodhan is liable to retire by rotation and is proposed to be re-appointed as a Director of the Company. |
| Remuneration last drawn (including sitting fee if any)             | ₹ 0.60 Lakh (Sitting Fee)   |
| Remuneration proposed to be paid                                   | She shall be paid remuneration by way of sitting fee.   |
| Number of Meetings of the Board attended during the Financial Year | Please refer Corporate Governance Report Section of the Annual Report of F.Y.2020-21.   |
| Directorship held in other Public Companies                        |   |
| Chairmanship/Membership of Committees of other Boards              |   |



NOTICE (Contd.)

|  |  |
|--|--|
| Name of the Director   | Mr. Bhadresh K. Shah   |
| Age  | 69 years   |
| Date of first appointment on the Board of the Company              | 11 March, 1991   |
| Qualification  | B. Tech (Metallurgy)   |
| Experience (brief resume)  | He is B. Tech (Metallurgy) from Indian Institute of Technology, Kanpur. He has a career spanning over 50 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. |
| Disclosure of Relationship   | He is a father of Mrs. Khushali S. Solanki and Mrs. Bhumika S. Shodhan, Non-Executive Directors of the Company.  |
| No. of shares in listed Company                                    | 5,51,28,901  |
| Terms and Conditions of Re-appointment                             | As per Resolution at Item No. 4 of the Notice convening this Annual General Meeting read with Explanatory Statement thereto, Mr. Bhadresh K. Shah is proposed to be re-appointed as a Managing Director of the Company for a period of Five (5) years from 1 October, 2021.  |
| Remuneration last drawn  | ₹ 6.00 Lakhs Per Month since 1 October, 2011.  |
| Remuneration proposed to be paid                                   | ₹ 8.50 Lakhs Per Month.  |
| Number of Meetings of the Board attended during the Financial Year | Please refer Corporate Governance Report Section of the Annual Report of F.Y.2020-21.  |
| Directorship held in other Public Companies                        |  |
| Chairmanship/Membership of Committees of other Boards              |  |

By Order of the Board of Directors,

Place : Ahmedabad  
Date : 25 May, 2021

**S. N. Jetheliya**  
Company Secretary

NOTICE (Contd.)

**Contact Details:**

| <b>Company</b>                     | <b>AIA Engineering Limited</b>  |   |
|------------------------------------|---|---|
| Regd. Office                       | 115, GVMM Estate, Odhav Road, Odhav, Ahmedabad-382 410, Gujarat, India<br>E-mail : <a href="mailto:snj@aiaengineering.com">snj@aiaengineering.com</a> , <a href="mailto:ric@aiaengineering.com">ric@aiaengineering.com</a>  |   |
| Corporate Office                   | 11/12, Sigma Corporates, B/h. HOF Showroom, Off. S. G. Highway, Sindhu Bhavan Road, Bodakdev, Ahmedabad – 380 054<br>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<br>C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.<br>Phone : +91-22-49186270<br>Fax : +91-22-49186060<br>Phone: +91-22-25946970<br>Fax: +91-22-2594 6969  | Link Intime India Private Limited<br>5th Floor 506 to 508,<br>Amarnath Business Centre -1<br>Nr. St. Xavier's College Corner,<br>Off. C. G. Road,<br>Navrangpura, Ahmedabad 380 006,<br>Phone – 079-26465179<br>Email: <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a> |
| e-Voting Agency                    | Central Depository Services (India) Limited<br>E-mail : <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>  |   |
| Scrutinizer                        | CS Tushar Vora, Practicing Company Secretary<br>E-mail : <a href="mailto:cstusharvora@gmail.com">cstusharvora@gmail.com</a>   |   |