

NOTICE

Notice is hereby given that the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the members of **AIA ENGINEERING LIMITED** will be held on Thursday, the 24th September, 2015 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, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.
2. To declare Dividend on Equity Shares for the Financial Year ended 31st March, 2015.
3. 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.
4. 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), Messrs. 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 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, 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-imbusement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mrs. Khushali Samip Solanki (DIN 07008918), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th November, 2014 in terms of Section 161 (1) of the Companies Act, 2013 and who holds office of a Director up to the date of this meeting and in respect of whom a Notice has been received from a Member pursuant to Section 160 of the Companies Act, 2013 proposing her name for appointment as Director (Non-Executive Non-Independent Director), be and is hereby appointed as Director of the Company liable to retire by rotation."
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mrs. Bhumika Shyamal Shodhan (DIN 02099400), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th November, 2014 in terms of Section 161 (1) of the Companies Act, 2013 and who holds office of a Director up to the date of this meeting and in respect of whom a Notice has been received from a Member pursuant to Section 160 of the Companies Act, 2013 proposing her name for appointment as Director (Non-Executive Non-Independent Director), be and is hereby appointed as Director of the Company liable to retire by rotation."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Rajan Ramkrishna Harivallabhdas (DIN-00014265), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th May, 2015 in terms of Section 161 (1) of the Companies Act, 2013 and who holds office of a Director up to the date of this meeting and in respect of whom a Notice has been received from a Member pursuant to Section 160 of the Companies Act, 2013 proposing his name for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years with effect from 24th September, 2015 to 23rd September, 2020."
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being force), the approval of the members be and are hereby accorded to the material Related Party Transactions entered into and carried out in Ordinary Course of Business and at Arm's Length price with Welcast Steels Limited, Bangalore (WSL), a Subsidiary of the Company and Related Party as per Accounting Standard (AS) 18, for purchase of goods during the Financial Year 2014-15 amounting to ₹225 crores approx. which exceeds the threshold limit of 10 percent of annual consolidated turnover of the Company for the Financial year ended 31st March, 2014 on the terms and conditions as mentioned in the Contract Manufacturing Agreement entered into by the Company with WSL on 1st January, 2014."
"RESOLVED FURTHER THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being force), 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 Ordinary Course of Business and at Arm's Length price with Welcast Steels Limited, Bangalore (WSL), a Subsidiary of the Company and Related Party as per Accounting Standard (AS) 18, for the purchase of goods



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during the period from 1st April, 2015 to 31st March, 2016 for an aggregate amount, which may exceed the threshold limit of 10 percent of Annual Consolidated Turnover of the Company for the Financial Year 2014-15.”

“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 the aforesaid 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, 2016.”

“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.”

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder [including any statutory modification (s) or re-enactment (s) thereof for the time being in force], the consent of the Members of the Company be and is hereby accorded for holding an office or place of profit in the Company by Mr. Yashwant M. Patel, a Whole-time Director of the Company whose son-in law Mr. Himanshu Patel has been appointed as Director of Vega Industries (Middle East) FZ Co., UAE, who is also an employee of Vega Industries Ltd., UK, Wholly-owned Subsidiaries of the Company.”

“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.”

By Order of the Board of Directors,

Sd/-

(S. N. Jetheliya)
Company Secretary

Place : Ahmedabad

Date : 19th May, 2015

NOTES

1. The Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses to be transacted at the meeting, are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total Share Capital of the Company.
The instrument of proxy in order to be effective must be received at the Registered Office / Corporate Office of the Company duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is annexed herewith. Proxy Form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable authorizing their representative to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Book of the Company will remain closed from Saturday, the 12th September, 2015 to Thursday the, 24th September, 2015 (both days inclusive) for annual closing and determining the entitlement of the Members to the Dividend for the Financial Year 2014-15.
4. Members are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of the Meeting Hall.
5. A dividend of ₹8 per share (400%) has been recommended by the Board of Directors for the year ended 31st March, 2015, subject to the approval of the Members at the ensuing Annual General Meeting, is proposed to be paid on or after 30th September, 2015.
6. Payment of Dividend:
 - (a) The Bank account particulars of the members holding Shares in physical form will be printed on the dividend warrants. Hence the members are advised to intimate changes, if any in their registered address along with Pin Code and submit particulars of their bank account viz. name and address of the branch of the bank, 9 digit MICR code of the branch, type of account and account number latest by 12th September, 2015 directly to the Company's Registrar & Share Transfer Agent (RTA), Link Intime India Pvt. Ltd., C/13, Pannalal Silk Mills Compound, Kantilal Maganlal Ind. Estate, L.B.S. Marg, Bhandup (West), MUMBAI – 400 078 or at its Branch Office at 303, 3rd Floor, Shopper's Plaza – V, Near 5 Government Society, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad – 380009.
 - (b) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in Address or demise of any Member(s) as soon as possible. Members are also advised not to leave their demat account (s) dormant for long. Members holding Shares in demat form are advised to inform the changes, if any, in particulars of their bank account to their respective Depository Participants.

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7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company or Registrar & Share Transfer Agent.
8. In compliance with the circular of Ministry of Corporate Affairs for a “Green Initiative in the Corporate Governance” by allowing / permitting service of documents etc. in electronic form, electronic copy of the Annual Report of 2014-15 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for 2014-15 are being sent in the permitted mode.
9. All documents referred to in the accompanying Notice and the Explanatory Statements shall be opened 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 Sundays, 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 loose their rights to claim such dividend.

Sr. No.	Financial Year	Due date of Transfer to IEPF
1.	2007-08	23.09.2015
2.	2008-09 – Interim Dividend	19.11.2015
3.	2008-09 – Final Dividend	30.10.2016
4.	2009-10 – Interim Dividend	15.02.2017
5.	2009-10 – Final Dividend	19.08.2017
6.	2010-11	19.08.2018
7.	2011-12	20.08.2019
8.	2012-13	21.08.2020
9.	2013-14	11.09.2021

10. Voting through Electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014, and Clause 35(B) of the Listing Agreement, 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 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.



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11. Re-appointment / Appointment of Directors:

Mr. Yashwant M. Patel (DIN 02103312), Whole-time Director of the Company will retire by rotation at the ensuing 25th Annual General Meeting of the Members of the Company and being eligible, has offered himself for re-appointment.

Mrs. Khushali Samip Solanki (DIN 07008918) and Mrs. Bhumika Shyamal Shodhan (DIN 02099400), Additional Directors, who were appointed as an Additional Directors on 7th November, 2014, will hold the office of Directors upto the ensuing 25th Annual General Meeting of the Members of the Company and proposed to be appointed as Directors of the Company (Non-Executive – Non-Independent) liable to retire by rotations.

Mr. Rajan Ramkrishna Harivallabhdas (DIN-00014265), who was appointed as an Additional Director on 14th May, 2015, will hold the office of Director upto the ensuing 25th Annual General Meeting of the Members of the Company and proposed to be appointed as Director of the Company (Independent) for a period of five years from 24th September, 2015 to 23rd September, 2020.

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

REQUEST TO THE MEMBERS

1. Members desiring any relevant information on the Accounts at the 25th Annual General Meeting are requested to write to the Company at least seven days in advance at its Registered Office / Corporate Office, so as to enable the Company to keep the information ready.
2. Members are requested to bring their copy of the Annual Report to the Meeting.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO SPECIAL BUSINESSES MENTIONED IN THE ACCOMPANYING NOTICE:

ITEM NO. 5

The Board of Directors in their meeting held on 7th November, 2014 appointed Mrs. Khushali Samip Solanki (DIN 07008918) as an Additional Director of the Company to hold office of an Additional Director up to the ensuing 25th Annual General Meeting of the Members of the Company.

Notice along-with requisite deposit as required pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act) has been received from a Member proposing the candidature of Mrs. Khushali Samip Solanki as a Director (Non-Executive – Non-Independent) of the Company liable to retire by rotation.

Mrs. Khushali Samip Solanki is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Mrs. Khushali Samip Solanki possesses appropriate skills, expertise and knowledge in marketing and other fields. A brief profile of Mrs. Khushali Samip Solanki and names of companies in which she is a Director / interested as stipulated under the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement with the Stock Exchanges are annexed to this Notice.

In the opinion of the Board, Mrs. Khushali Samip Solanki fulfills the conditions specified in the Act and rules made thereunder for her appointment as a Director of the Company. A Copy of the draft letter of appointment of Mrs. Khushali Samip Solanki as a Director (Non-Executive – Non-Independent) setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours on any working day.

Mrs. Khushali Samip Solanki is a daughter of Mr. Bhadrish K. Shah, the Managing Director and Promoter of the Company and sister of Mrs. Bhumika Shyamal Shodhan. Considering her eminence, rich experience, it will be in the best interest of the Company to appoint her as a Director (Non-Executive – Non-Independent) liable to retire by rotation. The Board considers that her continued association would be of immense benefit to the Company.

Except Mr. Bhadrish K. Shah and Mrs. Bhumika Shyamal Shodhan and their relatives, none of the Directors, Key Managerial Personnel or their relatives can be considered to be interested in or concerned in the resolution.

The Board recommends passing of the said resolution by way of an Ordinary Resolution for the approval of the members of the Company. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

ITEM NO. 6:

The Board of Directors in their meeting held on 7th November 2014 appointed Mrs. Bhumika Shyamal Shodhan (DIN 02099400) as an Additional Director of the Company to hold an office of an Additional Director up to the ensuing Annual General Meeting of the Members of the Company.

Notice along-with requisite deposit as required pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act) has been received from a Member proposing the candidature of Mrs. Bhumika Shyamal Shodhan as a Director (Non-Executive – Non-Independent) of the Company liable to retire by rotation.

Mrs. Bhumika Shyamal Shodhan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Mrs. Bhumika Shyamal Shodhan possesses appropriate skills, expertise and knowledge in marketing and other fields. A brief profile of Mrs. Bhumika Shyamal Shodhan and names of Companies in which she is a Director / interested as stipulated under Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement with the Stock Exchanges are annexed to this Notice.

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In the opinion of the Board, Mrs. Bhumika Shyamal Shodhan fulfills the conditions specified in the Act and rules made thereunder for his appointment as a Director of the Company. A Copy of the draft letter of appointment of Mrs. Bhumika Shyamal Shodhan as a Director (Non-Executive – Non-Independent) setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours on any working day.

Mrs. Bhumika Shyamal Shodhan is a daughter of Mr. Bhadrash K. Shah, the Managing Director and Promoter of the Company and sister of Mrs. Khushali Samip Solanki. Considering her eminence, rich experience, it will be in the best interest of the Company to appoint her as a Director (Non-Executive – Non-Independent) liable to retire by rotation. The Board considers that her continued association would be of immense benefit to the Company.

Except Mr. Bhadrash K. Shah and Mrs. Khushali Samip Solanki and their relatives, none of the Directors, Key Managerial Personnel or their relatives can be considered to be interested in or concerned in the resolution.

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

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

ITEM NO. 7:

The Board of Directors by way of Circular Resolution dated 14th May, 2015 appointed Mr. Rajan Ramkrishna Harivallabhdas (DIN-00014265) as an Additional Director of the Company to hold office of an Additional Director (Independent) up to the ensuring 25th Annual General Meeting of the Members of the Company.

Notice along-with requisite deposit as required pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act) has been received from a Member proposing the candidature of Mr. Rajan Ramkrishna Harivallabhdas (DIN-00014265) as an Independent Director of the Company to hold office of Director for period of five consecutive years with effect from 24th September, 2015 to 23rd September, 2020.

Mr. Rajan Ramkrishna Harivallabhdas (DIN-00014265) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. Section 149 of the Act, inter alia stipulates the criteria of independence, for the appointment of an Independent Director in a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

Company has also received a declaration from Mr. Rajan Ramkrishna Harivallabhdas (DIN-00014265) that he meets the criteria of independence as prescribed under Section 149 [6] of the Act and Clause 49 of the Listing Agreement as amended from time to time. Mr. Rajan Ramkrishna Harivallabhdas (DIN-00014265) possesses appropriate skills, expertise and knowledge in Finance and other fields. A brief profile of Mr. Rajan Ramkrishna Harivallabhdas (DIN-00014265) and names of companies in which he is a Director and memberships / Chairmanships of the Board Committees, Shareholding etc. as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are annexed to this Notice.

In the opinion of the Board, Mr. Rajan Ramkrishna Harivallabhdas (DIN-00014265) fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company. Copy of the draft letter for appointment of Mr. Rajan Ramkrishna Harivallabhdas (DIN-00014265) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Considering his eminence, rich experience and expertise in different fields, it will be in the best interest of the Company to appoint him as an Independent Director. The Board considers that his continued association with the company would be of immense benefit and is desirable to avail the services of Mr. Rajan Ramkrishna Harivallabhdas (DIN-00014265) as an Independent Director of the Company.

Except Mr. Rajan Ramkrishna Harivallabhdas (DIN-00014265), none of the Directors, Key Managerial Personnel or their relatives can be considered to be interested in or concerned in the resolution.

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

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

ITEM NO. 8:

Welcast Steels Limited, (WSL), Bangalore 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 Clause 49 of the Listing Agreement entered into with the Stock Exchanges ("Clause 49").

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 Special Resolution.

However, in terms of said provisions of Clause 49 of the Listing Agreement, the transactions as described hereunder has exceeded 10% of the Consolidated Annual Turnover of the Company as per the Audited Annual Accounts of the Company for the Financial Year 2014-15 exceeded the materially threshold limit as prescribed under Clause 49. Thus, in terms of Clause 49, these transactions would require the approval of the Members by way of a Special Resolution.

**NOTICE**

The particulars of the transactions entered into with WSL are as under:

Sr. No.	Particulars	Information
1.	Name of Related Party	Welcast Steels Limited (WSL)
2.	Name of Director (s) or Key Managerial Personnel who is related, if any	Mr. Bhadresh K. Shah, Managing Director Mr. Rajendra S. Shah Mr. Sanjay S. Majmudar and Mrs. Khushali Samip Solanki, Directors on the Board of WSL. Mr. S. N. Jetheliya, Company Secretary who is also a Company Secretary of WSL.
3.	Nature of Relationship	Subsidiary Company of the Company
4.	Nature and Monetary value of Transactions with WSL	Purchase of goods: Rs.219.00 Crore Sale of Goods: ₹4.70 Crore
5.	Whether the transactions have been approved by the Audit Committee	Yes, the Related Party Transactions are in accordance with the Related Party Transactions Policy of the Company and have been approved by the Audit Committee and recommended to the Board of Directors for their approval at their respective meetings held on 20 th May, 2014 in the year 2014-15.
6.	Any other information relevant or important for the Members to make a decision on the proposed transactions.	WSL has obtained a Report for the Financial Year 2014-15 under Section 188 of the Companies Act, 2013 from BSR and Associates, LLP which states that the Transactions with AIA are at the Arms' Length and in Ordinary Course of Business.

The Annual Consolidated Turnover as per the last Audited Financial Statements for the year ended 31st March, 2014 was ₹2098.32 crore. As such, the transactions with WSL during the Financial Year ended 31st March, 2015 are material pursuant to Clause 49 of the Listing agreement requires the ratification of the members.

Currently, it cannot be ascertained the transactions to be entered in the Current Financial Year of 2015-16 would exceed the threshold limit of 10% of Annual Consolidated Turnover as per the latest Audited Financial Results. The approval of the members for the transactions proposed to be entered into and carried out with WSL from time to time, in Ordinary Course of Business and at Arm's length price, during the Financial Year 2015-16, is being sought by way of abundant caution and as a proactive measure.

Further, Clause 49 of the Listing Agreement 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. 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 a Special Resolution for the approval of the Members of the Company.

ITEM NO. 9.

The Board of Directors on the recommendations of the Audit Committee, appointed M/s. Kiran J. Mehta, Cost Accountants, Ahmedabad as the Cost Auditors to carry out the audit of Cost records of the Company for the Financial Year 2015-16 and fixed the 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 2015-16.

None of the Directors, Key Managerial Personnel or their relatives can be considered to be interested in or concerned with the Resolution. The Board recommends passing of the said Resolution as an Ordinary Resolution for the approval of members of the Company.

ITEM NO. 10.

Pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder [including any statutory modification (s) or re-enactment (s) thereof for the time being in force], for holding of an Office or Place of profit where the amount to be paid is more than ₹250000 per month, the consent of the members are to be sought by way of a Special Resolution.

In view of the above, the consent of the members of the Company is being sought by way of a Special Resolution for holding an Office or Place of Profit in the Company by Mr. Yashwant M. Patel whose son-in law Mr. Himanshu Patel has been appointed, as Director of Vega Industries (Middle East) FZ Co., UAE, who is also an employee of Vega Industries Ltd., UK, the Wholly-owned Subsidiaries of the Company.

None of the Directors except Mr. Yashwant M. Patel, the Whole-time Director of the Company, and other 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 a Special 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 : 19th May, 2015

ANNEXURE TO THE NOTICE

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

Name	Mr. Yashwant M. Patel (DIN-02103312)
Date of Birth / Age	05.10.1943 – 72 yrs.
Re-Appointed / Appointment on	12 th November, 2010
Qualifications	B.Sc (Chemistry)
Expertise in specific functional areas	He possesses rich and varied experience in Production, Administration 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

Name	Mrs. Khushali Samip Solanki (DIN 07008918)
Date of Birth / Age	09.05.1977 – 38 Years
Re-Appointed / Appointment on	7 th November, 2014
Qualifications	Diploma in Hotel Management
Expertise in specific functional areas	She possesses appropriate skills, expertise and knowledge in marketing and other fields.
Directorships held in other Public Companies	Welcast Steels Ltd.
Membership/ Chairmanships of Committees across other Public Companies	NIL
No. of Equity Shares held in the Company.	10010

Name	Mrs. Bhumika Shyamal Shodhan (DIN 02099400)
Date of Birth / Age	11.03.1980 – 35 Years
Re-Appointed / Appointment on	7 th November, 2014
Qualifications	Diploma in Fashion Designing
Expertise in specific functional areas	She possesses appropriate skills, expertise and knowledge in marketing and other fields.
Directorships held in other Public Companies	NIL
Membership/ Chairmanships of Committees across other Public Companies	NIL
No. of Equity Shares held in the Company.	10005



ANNEXURE TO THE NOTICE

Name	Mr. Rajan Ramkrishna Harivallabhdas (DIN-00014265)
Date of Birth / Age	18.06.1948 – 67 Years
Re-Appointed / Appointment on	14 th May, 2015
Qualifications	He is a graduate from Gujarat University (India) with a Bachelors Degree in Commerce and Masters Degree of Business Administration from USA.
Expertise in specific functional areas	He was Managing Director and Director in various companies as part of the family owning Textile, Engineering and Chemical companies known as Shri Ambica Group from 1973 to 1988. In this capacity he dealt with US, Swiss and German companies and acquired experience of management, finance and marketing from 1988 to 1996. He promoted and managed the family's private chemical manufacturing companies. Later he promoted and managed as Chairman and Managing Director of a Public Listed chemical manufacturing Company HK Finechem Ltd. from 1996 to 2010. The Company is one of the few manufacturers of speciality chemicals from vegetable oil based raw materials using for the first time in India large molecular distillation equipment imported from UIC GmbH of Germany along with fractionation distillation column designed by Sulzer of Switzerland. HK Finechem healthcare products were exported and sold to US, Europe and Japanese Companies.
Directorships held in other Public Companies	ECHKE LIMITED
Membership/ Chairmanships of Committees across other Public Companies	NIL
No. of Equity Shares held in the Company.	NIL

INSTRUCTIONS FOR VOTING THROUGH E-VOTING

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

A. In case a Member receiving intimation by email:

- (i) If you are holding Shares in Demat form and has logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- (ii) Log on to e-voting website www.evotingindia.com.
- (iii) Click on "Members" tab to cast your votes.
- (iv) Now, select the Electronic Voting Sequence Number ("EVSN") **150808001** along with "AIA ENGINEERING LTD." from the drop down menu and click on "SUBMIT".
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding Shares in Demat Form	For Members holding Shares in Physical Form
USER ID	For NSDL: 8 characters DP ID Followed by 8 digits Client ID For CDSL: 16 digits Beneficiary ID	Folio number registered with the Company
Enter the Image Verification as displayed and Click on Login		
If you are holding Shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.		
PAN*	Enter your 10 digit alpha numeric *PAN issued by Income tax Department when prompted by the system while e-voting [applicable for both Members holding Shares in Demat mode and Members holding Shares in physical mode]	
ANY ONE OF THE FOLLOWING TWO		
DOB	Enter the Date of Birth as recorded in your Demat account or in the Company records for the said Demat or Folio in dd/mm/yyyy format.	
OR		
Dividend Bank Details	Enter the Dividend Bank details as recorded in your Demat account or in the Company records for the said Demat account or Folio.	

* Members who have not updated their PAN with the Company / Depository Participant are requested to use the default number: <AIAENG1191L> in the PAN field.

- (vi) After entering these details click on "SUBMIT" tab.
- (vii) Members holding Shares in Demat form will now reach Password change menu wherein they are requested to mandatorily change their Login password in the New Password field. The new password shall contain minimum eight characters consisting of at least one upper case [A-Z], one lower case [a-z], one numeric value [0-9] and a special character [@ # \$ % & *]. Kindly note that this password will also be used by the Demat holders for voting for resolutions of other companies on which they are eligible to vote. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that this changed password is to be also used by the Members holding Shares in Demat mode for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- (viii) Select "EVSN" (E-Voting Sequence Number) of AIA Engineering Limited.



INSTRUCTIONS FOR VOTING THROUGH E-VOTING

- (ix) On the voting page, you will see Resolution description and against the same the option “Yes/No” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies you dissent to the resolution.
- (x) Click on the “Resolution File Link” if you wish to view all the resolutions.
- (xi) After selecting the resolution you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants or requesting physical copy]:

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- C.** Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- D.** The e-voting period commences on 20th September, 2015 (9.00 a.m.) and ends on 23rd September, 2015. (5.00 p.m.) During this period Members’ of the Company, holding Shares either in physical form or in Dematerialized form, as on the cut-off date of 18th Septemebr, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- E.** The voting rights of Members shall be in proportion to their Shares of the paid-up equity share capital of the Company.
- F.** Mr. Tushar Vora, Company Secretaries (Membership Number FCS-3459; CP No. 1745) [Address: 32 Arpan Society, Nr. Mayur High School, Paliyad Nagar, Naranpura, Ahmedabad – 380010] has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- G.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloadable section of www.evotingindia.co.in under help section or write email to helpdesk.evoting@cdslindia.com
- H.** The Scrutinizer shall within a period not exceeding three (3) working days from the closing of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- I.** The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.aiaengineering.com and on the website of CDSL within two (2) working days of passing of the Resolutions at the AGM of the Company and communicated to the Stock Exchanges.

CONTACT DETAILS

Company	: AIA Engineering Limited
Regd. Office	: 115, GVMM Estate, Odhav Road, Odhav, Ahmedabad-382 410, Gujarat, India
CIN	: L29259GJ1991PLC015182
E-mail	: snj@aiaengineering.com , ric@aiaengineering.com
Registrar 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-mail	: mumbai@linkintime.co.in
e-Voting Agency	: Central Depository Services (India) Limited
E-mail	: helpdesk.evoting@cdslindia.com
Scrutinizer	: CS Tushar Vora, Practicing Company Secretary
E-mail	: cstushar@tusharvora.com

ATTENDANCE SLIP & PROXY FORM

AIA ENGINEERING LIMITED

ATTENDANCE SLIP

[CIN:L29259GJ1991PLC015182]

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

25th ANNUAL GENERAL MEETING

I /We hereby record my / our presence at the 25th Annual General Meeting of the Company to be held at H. T. Parekh Convention Center, Ahmedabad Management Association, "ATIRA Campus", Dr. Vikram Sarabhai Marg, Ahmedabad-380 015 on Thursday, the 24th September, 2015 at 10.00 a.m.

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

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature



AIA ENGINEERING LIMITED

PROXY FORM

[CIN:L29259GJ1991PLC015182]

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

Name of the Member (s) :
 Registered Address :
 E-mail Id :
 Folio / DP ID-Client ID No. :

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

- (1) Name: _____ Address: _____
 E-mail ID: _____ Signature: _____
 or failing him / her;
- (2) Name: _____ Address: _____
 E-mail ID: _____ Signature: _____
 or failing him / her;
- (3) Name: _____ Address: _____
 E-mail ID: _____ Signature: _____

as my /our proxy to attend and vote for my / our behalf at the **Twenty Fifth Annual General Meeting** of the Members of the Company to be held on Thursday, the 24th September, 2015 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:.

**ATTENDANCE SLIP & PROXY FORM****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 2014-15 and Notice of the 25th Annual General Meeting (AGM) along with Attendance Slip and Proxy Form are being sent to all the members whose email addresses are 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 2014-15 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form are sent in the permitted mode (s) to all members whose email addresses are not registered or have requested for a hard copy.



Resolution No.	Particulars of Resolutions	Optional	
		For	Against
	ORDINARY BUSINESS		
1.	Adoption of Financial Statements for the year ended 31 st March, 2015.		
2.	Declaration of Dividend for the Financial Year 2014-15.		
3.	Re-appointment of Mr. Yashwant M. Patel, Whole-time Director retires by rotation.		
4.	Re-Appointment of Statutory Auditors.		
	SPECIAL BUSINESS		
5.	Appointment of Mrs. Khushali Samip Solanki as a Director liable to retire by rotation.		
6.	Appointment of Mrs. Bhumika Shyamal Shodhan as a Director liable to retire by rotation.		
7.	Appointment of Mr. Rajan Ramkrishna Harivallabhdas as an Independent Director.		
8.	Approval of Related Party Transactions.		
9.	Ratification of Remuneration to Cost Auditors.		
10.	Holding of Office or place of Profit by Mr. Yashwant M. Patel		

Signed this _____ day of _____ 2015

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix Re 1 revenue stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member (s) in the above box before submission.