



AIA ENGINEERING LIMITED

Corporate Identity Number: L29259GJ1991PLC015182

Registered Office: 115, G.V.M.M. Estate, Odhav Road,

Odhav, Ahmedabad -382 415, Gujarat | **Tel. No.:** 079-22901078

E-mail: ric@aiaengineering.com | **Website:** www.aiaengineering.com

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 (1) of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended)

NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 ("RULES"), AS AMENDED, READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED, ("SEBI LODR REGULATIONS") ("NOTICE" OR "POSTAL BALLOT NOTICE")

Dear Members,

NOTICE is hereby given, pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("**Companies Act**" or "**Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India as amended from time to time (**collectively referred to as "MCA Circulars"**) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India as amended from time to time (**collectively referred to as "SEBI Circulars"**) and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India including any statutory modification(s) or reenactment(s) thereof for the time being in force, and other applicable provisions, if any, that the resolutions set out below are proposed for approval of the Members of AIA Engineering Limited ("**Company**") by way of Postal Ballot by way of voting through electronic means ("**Remote E-voting**").

In accordance with the MCA and SEBI Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode

only to all those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, October 11, 2024 ("**cut-off date**") maintained by the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / Link Intime India Private Limited, the Company's Registrar & Transfer Agent (hereinafter referred to as "**RTA**"), as to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for Remote E-voting are appended to the Notice. The members can vote on resolutions through Remote E-voting facility only. Assent or dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the applicable provisions of the law.

In compliance with the provisions of Sections 108 and 110 of the Companies Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to its Members to exercise their right to vote on the resolutions appended to this Notice by electronic means Remote E-voting only. For this purpose, the Company has availed the electronic voting platform of Central Depository Services (India) Limited ("**CDSL**") for facilitating e-voting. The instructions for Remote e-voting are provided hereunder.

Members desiring to exercise their vote by way of Remote E-voting are requested to carefully read the instructions mentioned herein. Members are requested to exercise their voting right on or before the close of working hours i.e., 5.00 p.m. (IST) on Friday, November 15, 2024, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

The Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act, pertaining to the resolutions, setting out the material facts concerning such item and reasons thereof, are mentioned herein for your consideration.

Pursuant to Rule 22(5) of the Rules, the Board of Directors ("**Board**") has appointed Mr. Tushar Vora, Proprietor, Tushar Vora & Associates, Practicing Company Secretary bearing Membership Number F3459 and Certificate of Practice Number 1745, as the Scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot through Remote E-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his report to the Board, after completion of scrutiny of votes cast under Remote E-voting facility in a fair and transparent manner. The results of the Postal Ballot will be announced by the Chairman or in his absence by any of the Directors duly authorized by the Company or in their absence by the Company Secretary of the Company on or before Tuesday, 19th November, 2024, at the Registered Office of the Company and will also be displayed along with the Scrutinizer's report on the website of the Company at www.aiaengineering.com, besides being communicated to the Stock Exchange, where the Equity Shares of the Company are listed. The last date specified by the Company for casting of votes through Remote E-voting will be taken as the date on which the resolutions would

be deemed to have passed, if approved by the requisite majority in accordance with the Companies Act.

The Remote E-voting shall commence on Thursday, 17th October, 2024, at 9:00 a.m. (IST) and will end on Friday, 15th November, 2024, at 5.00 p.m. (IST). The Remote E-Voting module shall be disabled by CDSL for voting thereafter.

SPECIAL BUSINESS:

- (i) Appointment of Mr. Piyush B. Shah (DIN: 00155760) as an Independent Director of the Company for a period of Five Years.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 149, 150 and 152 and other applicable provisions if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with Schedule IV of the Act and the Regulation 16(1)(b), Regulation 17 (1A) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”)(including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommend by Nomination and Remuneration Committee, Mr. Piyush B. Shah (DIN : 00155760) who was appointed as an Additional Director of the Company with effect from 9th September, 2024, pursuant to Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member proposing his appointment as an Independent Director and who has submitted the declaration that he meets the criteria of Independence as provided in the Act and the SEBI LODR Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5(five) consecutive years with effect from 9th September, 2024 even after he attains the age of seventy five years.

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

- (ii) Appointment of Mr. Sanjay Shaileshbhai Majmudar (DIN: 00091305) as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Mr. Sanjay

Shaileshbhai Majmudar (DIN: 00091305) who was appointed as an Additional Director (Non-Executive Non-Independent) of the Company with effect from September 13, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose Mr. Sanjay Shaileshbhai Majmudar as a candidate for the office of a director of the Company, be and is hereby appointed as a Director (Non-Executive Non-Independent) of the Company and whose period of office shall be liable to determination by retirement of directors by rotation.

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

- (iii) Appointment of Mr. Rajendra Shantilal Shah (DIN: 00061922) as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder, and the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Mr. Rajendra Shantilal Shah (DIN: 00061922) who was appointed as an Additional Director (Non-Executive Non-Independent) of the Company with effect from September 13, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose Mr. Rajendra Shantilal Shah as a candidate for the office of a director of the Company, be and is hereby appointed as a Director (Non-Executive Non-Independent) of the Company and whose period of office shall be liable to determination by retirement of directors by rotation.

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

**By order of the Board of Directors
For AIA Engineering Limited**

Date : September 13, 2024
Place : Ahmedabad

**S. N. Jetheliya
Company Secretary
Membership No.: A5343**

Regd. Office:
115, G.V.M.M. Estate,
Odhav Road, Odhav,
Ahmedabad 382 415
CIN: L29259GJ1991PLC015182

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 and other applicable legal provisions, setting out material facts and reasons in relation to the Special Business set out in the Notice above is annexed hereto.
2. The Company would be sending this Postal Ballot Notice to all the members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 11th October, 2024 ("**Cut-off Date**"). The Postal Ballot notice will be sent through e-mail to all the Members, as on the cut-off date, who have registered their e-mail addresses with the Company/ Depository Participant ("**DP**").
3. As permitted under the MCA Circulars, the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Share Transfer Agent viz. Link Intime India Private Limited, and will not be sending the hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members whose email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, members who have not registered their email addresses with the Company can now register the same by sending an e-mail at ric@aiaengineering.com or at ahmedabad@linkintime.co.in. Members holding shares in demat form are requested to register their e-mail addresses with their respective depository participant(s) only.
4. Members holding shares in physical form and who have not yet registered their e-mail addresses are requested to register the same with the Company by sending an e-mail to ric@aiaengineerign.com. Members holding shares in electronic form are requested to get their e-mail addresses registered with their respective DP. Thereafter, the Company would endeavor to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.
5. The Postal Ballot Notice is placed at www.aiaengineering.com and www.evotingindia.com.
6. All members are requested to cast their votes only through remote e-voting as per the procedure.
7. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
8. The Remote E-voting period will commence on Thursday, 17th October, 2024, at 9:00 a.m. (IST) and will end on Friday, 15th November, 2024, at 5.00 p.m. (IST). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

9. Inspection of Documents: During the e-voting period, all documents referred to in this Notice and other relevant documents shall be made available for inspection, electronically by the Members of the Company, without payment of fees on any working day, upto and including the last date of receipt of votes through the e-Voting process.
10. Members are requested to carefully read the instructions mentioned in the Postal Ballot Notice. Vote shall be casted by Members on or before Friday, 15th November, 2024, by 5.00 p.m. (IST). Any response received from the Members after that shall be treated as if no response is received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014.
11. Voting by E-voting, can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorised person. A member cannot exercise his vote by proxy on postal ballot.
12. The resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members.
13. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Friday, 15th November, 2024.
14. Any member who did not receive the Notice may either send an email to ric@aiaengineering.com or at ahmedabad@linkintime.co.in.

The Members must read the detailed procedure on electronic voting provided below:

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the Listing Regulations, MCA and SEBI Circulars, and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by CDSL.

THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Thursday, 17th October, 2024 at 9:00 a.m. (IST) and ends on Friday, 15th November, 2024 at 5:00 p.m. (IST). 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) of Friday, 11th October, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) 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 **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at

	<p>CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 hold 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-Voting website 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 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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> 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.
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN – **241011003** for the AIA Engineering Limited to vote.
- (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 Resolutions and option NO implies that you dissent to the Resolutions.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the Resolutions details.
- (xi) After selecting the resolutions, 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.
- (xii) Once you “CONFIRM” your vote on the resolutions, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 , if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

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

1. Members holding shares in physical mode - please provide to the Company/RTA, duly filled and signed Form No. ISR-1 and ISR-2, format of which is available on the website of the Company / RTA.
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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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 or call at toll free no. 1800 21 09911.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
FORMING PART OF THE POSTAL BALLOT NOTICE**

Item No. 1:

On the recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Piyush B. Shah (DIN: 00155760) as an Additional Director of the Company in its meeting held on 9th September, 2024.

Pursuant to the First proviso to Regulation 17(1)(b) of SEBI LODR Regulations, it is proposed to appoint Mr. Piyush B. Shah (DIN: 00155760) as an Independent Director of the Company for a period of five years with effect from 9th September, 2024.

Mr. Piyush B. Shah (DIN: 00155760) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has provided his consent to act as an Independent Director. Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI LODR Regulations (as amended from time to time) stipulates the criteria of Independence and Mr. Piyush B. Shah (DIN: 00155760) fulfills those criteria and also possess appropriate skills, expertise and knowledge in renewable energy, Energy Management and Battery Solutions. A brief profile of Mr. Piyush B. Shah (DIN: 00155760) as per SEBI LODR Regulations is annexed to this Notice.

As per Regulation 17(1A) of SEBI LODR Regulations, no listed Company shall appoint or continue the directorship of any person effective from 01.04.2019 as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. During his first term as an Independent Director, Mr. Piyush B. Shah will attain the age of seventy five years, therefore it is required to obtain approval of shareholders by passing a Special Resolution.

In opinion of the Board, Mr. Piyush B. Shah (DIN: 00155760) fulfills the conditions specified in the Act and Rules made thereunder for his appointment as an Independent Director of the Company. The necessary documents relating to his appointment shall be made available for inspection, electronically by the Members of the Company, without payment of fees on any working day, upto and including the last date of receipt of votes through the e-Voting process.

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.

Relevant details as stipulated under Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, in respect of Mr. Piyush B. Shah are annexed to the Notice.

Mr. Piyush B. Shah does not hold by himself or together with his relatives, two percent or more of the total voting power of the Company.

Except Mr. Piyush B. Shah being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 1 as contained in the Notice.

Item No. 2:

Mr. Sanjay Shaileshbhai Majmudar (DIN: 00091305) was an Independent Director of the Company till 10th September, 2024.

As a member of the Board of Directors of the Company (the "Board"), Mr. Sanjay Shaileshbhai Majmudar carried with a vast experience of accounting, corporate laws, taxation and financial advisory and his experience of working in diverse and varied cultures.

During his tenure as an Independent Director of the Company, Mr. Sanjay Shaileshbhai Majmudar made significant contributions in various Board Matters including Investors, Branding, Human Resources, IR, Strategy, etc. He also guided the executive management in the areas of strategic initiatives, corporate policies and communications.

The Board (based on the recommendations of Nomination and Remuneration Committee), has appointed Mr. Sanjay Shaileshbhai Majmudar as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 (as amended) (the "Act") and the Articles of Association of the Company, with effect from September 13, 2024 and has recommended the appointment of Mr. Sanjay Shaileshbhai Majmudar as a Non- Executive Non-Independent Director of the Company liable to retire by rotation.

A Notice under Section 160 of the Act has been received by the Company from a member proposing the candidature of Mr. Sanjay Shaileshbhai Majmudar as a Director of the Company, liable to retire by rotation. Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 100,000/- is not applicable.

Based on the aforesaid recommendations and consent of Mr. Sanjay Shaileshbhai Majmudar to act as a Director of the Company and other statutory disclosures, it is proposed to appoint Mr. Sanjay Shaileshbhai Majmudar as a Non-Executive Non-Independent Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation. Further as per the declarations by Mr. Sanjay Shaileshbhai Majmudar, his Directorships are within the limits prescribed under the Act and the SEBI LODR Regulations as amended.

Mr. Sanjay Shaileshbhai Majmudar is entitled to sitting fees for attending the meetings of the Board and its committee(s) and also remuneration, if any, in terms of Section 197 of the Act, read with Schedule V thereto, in line with the Nomination and Remuneration Policy of the Company.

The necessary documents relating to his appointment shall be made available for inspection, electronically by the Members of the Company, without payment of fees on any

working day, upto and including the last date of receipt of votes through the e-Voting process.

Except Mr. Sanjay Shaileshbhai Majmudar being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 2 as contained in the Notice.

Keeping in view his contributions, vast expertise and knowledge and for mentoring senior incumbents in the organisation for smooth transition, the Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 2 as an Ordinary Resolution, in relation to the appointment of Mr. Sanjay Shaileshbhai Majmudar as a Director (Non-Executive Non-Independent).

Item No. 3:

Mr. Rajendra Shantilal Shah (DIN: 00061922) was an Independent Director of the Company till 10th September, 2024.

As a member of the Board of Directors of the Company (the "Board"), Mr. Rajendra Shantilal Shah carried with him a vast experience of business management, administration and finance and his experience of working in diverse and varied cultures.

During his tenure as an Independent Director of the Company, Mr. Rajendr Shantilal Shah made significant contributions in various Board Matters including Business Management, Administration, Finance, etc. He also guided the executive management in the areas of corporate policies and CSR Activities.

The Board (based on the recommendations of Nomination and Remuneration Committee), has appointed Mr. Rajendra Shantilal Shah as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 (as amended) (the "Act") and the Articles of Association of the Company, with effect from September 13, 2024 and has recommended the appointment of Mr. Rajendra Shantilal Shah as a Non- Executive Non-Independent Director of the Company.

As per Regulation 17(1A) of SEBI LODR Regulations, no listed Company shall appoint or continue the directorship of any person effective from 01.04.2019 as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. As Mr. Rajendra Shantilal Shah is of 76 years of age, it is required to obtain approval of shareholders by passing a Special Resolution.

A Notice under Section 160 of the Act has been received by the Company from a member proposing the candidature of Mr. Rajendra Shantilal Shah as a Director of the Company, liable to retire by rotation. Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 100,000/- is not applicable.

Based on the aforesaid recommendations and consent of Mr. Rajendra Shantilal Shah to act as a Director of the Company and other statutory disclosures, it is proposed to appoint Mr. Rajendra Shantilal Shah as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation. Further as per the declarations by Mr. Rajendra Shantilal Shah, his directorships are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

Mr. Rajendra Shantilal Shah is entitled to sitting fees for attending the meetings of the Board and its committee(s) and also remuneration, if any, in terms of Section 197 of the Act, read with Schedule V thereto, in line with the Nomination and Remuneration Policy of the Company.

The necessary documents relating to his appointment shall be made available for inspection, electronically by the Members of the Company, without payment of fees on any working day, upto and including the last date of receipt of votes through the e-Voting process.

Except Mr. Rajendra Shantilal Shah being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 3 as contained in the Notice.

Keeping in view his contributions, vast expertise and knowledge and for mentoring senior incumbents in the organisation for smooth transition, the Board considers that his continued association would immensely benefit to the Company. Accordingly, the Board recommends the Resolution No. 3 as a Special Resolution, in relation to the appointment of Mr. Rajendra Shantilal Shah as a Director (Non-Executive Non-Independent).

**By order of the Board of Directors
For AIA Engineering Limited**

Date : September 13, 2024
Place : Ahmedabad

**S. N. Jetheliya
Company Secretary
Membership No.: A5343**

Regd. Office:
115, G.V.M.M. Estate,
Odhav Road, Odhav,
Ahmedabad 382 415
CIN: L29259GJ1991PLC015182

Relevant details as stipulated under Regulation 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. 1,2 & 3)

Name of the Director	Mr. Piyush B. Shah
Age	71 Years
Date of first appointment on the Board of the Company	September, 2024
Qualification	Bachelor of Technology (Electrical) – IIT Mumbai
Experience (brief resume)	<p>Mr. Piyush B. Shah, Bachelor of Technology (Electrical Engineering) from IIT, Bombay (1975 Batch) was the founder of “Hi-Rel” (Hi-Rel Electronics (P) Ltd.) started in 1983.</p> <p>“Hi-Rel” was the pioneer in the field of Power Electronics, being almost the “First in India” to collaborate with Western and Japanese Companies,(Such as Rockwell Automation, Cyberex-Danaher, Vacon, Hitachi) and manufacture cost effectively for the Indian market. The main customer segments were Oil and Gas, Steel, Cement, Utilities, Textile and Synthetic Fibre.</p> <p>Mr. Shah was the Managing Director of the enterprise from 1983 to 2018, including the post of Vice Chairman from 2011 to 2018 during the JV phase with Hitachi, Japan. The enterprise is now known as Hitachi Hi-Rel Power Electronics (P) Ltd.</p> <p>He is passionately pursuing new ventures in the field of renewable energy, Energy Management and Battery Solutions. He is actively involved with IIT, Gandhinagar, being a member of the Endowment Committee. He was the chairman of CII, Gujarat in 2012-13 and was a member of various Western Region and National committees.</p>
Disclosure of Relationship	Not related to any Director/Key Managerial Personnel of the Company.
No. of shares in listed company	--
Terms and Conditions of Re-appointment	As per Resolution at Item No. 1 of the Notice of Postal Ballot read with Explanatory Statement thereto, Mr. Piyush B. Shah is proposed to be appointed as an Independent Director of the Company for a first term of five (5) consecutive years

	from 9 th September, 2024.
Remuneration last drawn (including sitting fee if any)	--
Remuneration proposed to be paid	He shall be paid remuneration by way of sitting fee.
Number of meetings of the Board attended during the Financial Year	--
Directorship held in other public Companies	Welcast Steels Limited
Chairmanship/Membership of Committees of other Boards	Welcast Steels Limited Member – Audit Committee Member – Stakeholder Relationship Committee Member – Corporate Social Responsibility Committee Chairman – Nomination and Remuneration Committee
Listed entities from which the Director has resigned in the past three years	Nil

Name of the Director	Mr. Sanjay Shaileshbhai Majmudar
Age	61 Years
Date of first appointment on the Board of the Company	11 September, 2024
Qualification	B.Com, FCA, FCS
Experience (brief resume)	Mr. Sanjay Shaileshbhai Majmudar is a Practicing Chartered Accountant. He has got extensive experience and expertise in the field of Corporate Laws, Direct Tax Laws, Financial Advisory Services, Debt Syndications, Project Finance, International Structures and Taxation Planning, M & A etc. He has contributed papers and participated as speaker on Corporate Laws in seminars and conferences hosted by ICAI and CA Association, Ahmedabad. He is also a regular speaker in the MSOP Programme of the Institute of Company Secretaries of India, Ahmedabad Chapter.
Disclosure of Relationship	Not related to any Director/Key Managerial Personnel of the Company.
No. of shares in listed company	--
Terms and Conditions of Re-appointment	As per Resolution at Item No. 2 of the Notice of Postal Ballot read with Explanatory Statement thereto, Mr. Sanjay Shaileshbhai Majmudar is proposed to be appointed as a Non-Executive, Non- Independent Director of the Company.

Remuneration last drawn (including sitting fee if any)	--
Remuneration proposed to be paid	He shall be paid remuneration by way of sitting fee.
Number of meetings of the Board attended during the Financial Year	--
Directorship held in other public Companies	1. Senores Pharmaceuticals Limited 2. Ashima Limited 3. M & B Engineering Limited 4. Welcast Steels Limited
Chairmanship/Membership of Committees of other Boards	Welcast Steels Limited Member – Corporate Social Responsibility Committee M&B Engineering Limited Chairman – Audit Committee Member – Nomination and Remuneration Committee Member – Corporate Social Responsibility Committee Ashima Limited Chairman – Audit Committee Member – Stakeholders Relationship Committee Senores Pharmaceuticals Limited Chairman – Stakeholders Relationship Committee Member – Nomination and Remuneration Committee Member – Risk Management Committee
Listed entities from which the Director has resigned in the past three years	His tenure as an Independent Director ceased in Aarvee Denims & Exports Limited due to completion of his tenure on 31.03.2024.

Name of the Director	Mr. Rajendra Shantilal Shah
Age	73 Years
Date of first appointment on the Board of the Company	11 September, 2024
Qualification	B.E. (Mech.)
Experience (brief resume)	Mr. Rajendra Shantilal Shah is an Industrialist and possesses entrepreneurial insight into running engineering business. He also possesses rich and varied experience in Administration and Finance. He is the Chairman and Whole-time Director of Harsha Engineers International Limited.
Disclosure of Relationship	Not related to any Director/Key Managerial Personnel of the Company.

No. of shares in listed company	--
Terms and Conditions of Re-appointment	As per Resolution at Item No. 3 of the Notice of Postal Ballot read with Explanatory Statement thereto, Mr. Rajendra Shantilal Shah is proposed to be appointed as a Non-Executive, Non- Independent Director of the Company.
Remuneration last drawn (including sitting fee if any)	--
Remuneration proposed to be paid	He shall be paid remuneration by way of sitting fee.
Number of meetings of the Board attended during the Financial Year	--
Directorship held in other public Companies	1. Harsha Engineers Advantek Limited 2. Harsha Engineers International Limited 3. Transformers and Rectifiers (India) Limited 4. Dishman Carbogen Amcis Limited 5. Changodar Green Enviro Projects Association 6. Ratnamani Metals & Tubes Limited
Chairmanship/Membership of Committees of other Boards	Harsha Engineers International Limited Chairman – Corporate Social Responsibility Committee Chairman – Management Committee Chairman – Risk Management Committee Member – Audit Committee Member – IPO Committee Transformers and Rectifiers (India) Limited Member – Audit Committee Member – Nomination and Remuneration Committee Member – Stakeholders Relationship Committee Dishman Carbogen Amics Limited Chairman – Audit Committee Chairman – Nomination and Remuneration Committee Chairman – Stakeholders Relationship Committee Ratnamani Metals & Tubes Limited Chairman – Nomination and Remuneration Committee Chairman – Project Review Committee
Listed entities from which the Director has resigned in the past three years	He has resigned from the Board of Welcast Steels Limited on 13.10.2022.