



AIA ENGINEERING LTD.

[CIN:L29259GJ1991PLC015182]

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NOTICE

Dear Members,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the following Special Business is proposed to be passed by the members of the Company through Postal Ballot.

The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the said resolution setting out the material facts and reasons thereof along with the Postal Ballot Form is enclosed herewith for your consideration.

In compliance with Clause 35B of Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Electronic Voting (hereinafter referred as .e-voting.) facility as an alternative for the Members holding shares in demat form and physical form which would enable them to cast their votes electronically, instead of dispatching the physical Postal Ballot Form through post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its members. It may be noted that e-voting is optional. In case a member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a member votes through e-voting facility as well as sends his vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the scrutinizer.

The e-voting facility is available at the link <https://www.evotingindia.com>. Please refer the instructions for e-voting printed overleaf of the postal ballot form for the process and manner in which e-voting is to be carried out.

The members opting to vote through physical Postal Ballot Form are requested to carefully read the instructions printed overleaf the Postal Ballot form and return the Form duly completed in all respects so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 p.m. on **Monday, the 22nd December, 2014**.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballots received in electronic and physical mode. The result of the voting by Postal Ballot will be announced by the Chairman of the Company or by such other person as may be authorized by him on **Friday, 26th December, 2014 at 4.00 p.m.** at the registered office of the Company. The result of the Postal Ballot and the Scrutinizer's Report will be displayed at the said address and posted on the Company's website www.aiaengineering.com and communicated to the Stock Exchanges where the shares of the Company are Listed.

Special Business:

Mortgage / Hypothecate of properties under Section 180 (1) (a) of the Companies Act, 2013.

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

“RESOLVED THAT in supersession of the previous Ordinary Resolution passed by the Members of the Company through Postal Ballot on 5th April 2010 pursuant to Section 293 (1) (a) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded in terms of Section 180 (1) (a) of the Companies Act, 2013 (“the Act”) to the Board of Directors (“the Board”) of the Company to mortgage, hypothecate or otherwise create charge or encumbrance of all or any of the properties and assets of the Company, movable and immovable, wherever situated, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company on such terms, in such form and in such manner as the Board may think fit, together with power to takeover the management of the business and concern of the Company in certain events to or in favour of all or any of the banks, financial institutions, etc. (hereinafter referred to as ‘the Lenders’) for securing any loans [both rupee loans as well as foreign currency loans (including temporary loans & working capital facilities obtained from the Company’s Bankers in the ordinary course of business)] and / or advances already obtained or debts already incurred or that may hereafter be obtained from any of the Lenders, all financial obligations / commitments together with interest, additional interest, compound interest, premium on prepayment, costs, charges, expenses and all other moneys due, owing or payable presently or in future by the Company to the said Financial Institutions, Banks or any other lenders provided however for creation of Charges / mortgages / hypothecations, the total amount shall not exceed Rs.500 Crores (Rupees Five Hundred Crores) over and above the paid-up Share Capital & Free Reserves of the Company during any Financial Year.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize with the Financial Institutions, Banks or any other lenders such deeds, agreements and other documents for creating the mortgage, hypothecation, charge or encumbrance and to do and perform all such acts, deeds, matters and things and to execute or authorize execution of all such documents or writings as the Board of Directors of the Company may consider necessary, expedient, usual, requisite or incidental thereto for the purpose of implementing

this resolution and to resolve any question, difficulty or doubt which may arise in relation thereto or otherwise considered by the Board of Directors to be in the best interest of the Company."

By Order of the Board of Directors

Place: Ahmedabad
Date: 7th November 2014

(S. N. Jetheliya)
Company Secretary

NOTES:

1. The Explanatory statement pursuant to Section 102 (1) read with Section 110 of the Companies Act, 2013 setting out the material facts is annexed hereunder.
2. The Directors at their meeting held on 7th November 2014 has appointed Mr. Tushar Vora, Practicing Company Secretary as the Scrutinizer to receive and scrutinize the complete Postal Ballot Papers from the members. The Postal Ballot Form and the self addressed business reply envelop are enclosed for use of the Members.
3. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it in the enclosed self addressed postage Pre-paid envelope.
4. However, envelopes containing postal ballots, if sent by courier at the expenses of the Registered Member will also be accepted.
5. The Postal Ballot Form should be completed and signed by the members. In case of Joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member **and in his absence**, by the next named member.
6. Postal Ballot Form received after the last date will be strictly treated as cancelled as if the reply from the member has not been received.

INSTRUCTIONS:

1. A Member desiring to exercise his/her vote by Postal Ballot should complete this Postal Ballot Form (in original as no other form or photo copy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the enclosed self-addressed, postage pre-paid envelope.
However, envelopes containing Postal Ballot Form, if sent by courier / registered post to the address of the Scrutinizer at the expense of the Member, will also be accepted.
2. The consent of the Member must be accorded by recording the **assent** in the column '**FOR**' and **Dissent** in the column '**AGAINST**' by affixing a tick mark (✓) in the appropriate column. The assent or dissent received in any other manner shall not be considered valid.
3. The Postal Ballot Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the RTA) by the first named Member and in his/her absence, by the next named Member.
4. The right of voting by Postal Ballot shall not be exercised by a Proxy.
5. An unsigned or incorrect Postal Ballot Form will be rejected.
6. Where the Postal Ballot Form has been signed by an authorised representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot.
7. The postage pre-paid self-addressed envelope bears the **name of the Scrutinizer** appointed by the Board of Directors of the Company. The duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Monday the **22nd December 2014**. Postal Ballot Forms received after this date shall be strictly treated as if the reply from the Member has not been received.
8. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
9. Voting Rights shall be reckoned on the paid up value of shares registered in the name of Members as on date of dispatch of notice.
10. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed Postal Ballot Form should reach the Scrutinizer not later than the date and time specified herein above.
11. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self - addressed envelope, other than those elucidated in point number 6. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.

13. Voting through electronic means:

In case of members receiving e-mail for Postal Ballot:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat members as well as physical members). <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
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. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (x) Click on the EVSN of **AIA Engineering Ltd.** to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and 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 same.

In case of members receiving the physical copy of Postal Ballot Form:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The e-voting period begins on **23rd November 2014 (9.00 a.m.)** and ends on **Monday the 22nd December 2014 (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 (record date) of **31st October 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) The voting rights of Members shall be in proportion to their Shares of the paid-up equity share capital of the Company.
- (D) 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.
- (E) 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
- (F) 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The members of the Company by way of an Ordinary Resolution through Postal Ballot on 5th April, 2010 under Section 293(1)(a) of the Companies Act, 1956 authorized the Board of Directors to Mortgage / Hypothecate / Create Security of all or any of the properties and assets of the Company, movable and immovable, the present and future assets of the Company whatsoever and wheresoever situated in favour of the Financial Institutions, Banks or any other lenders to secure the existing or proposed borrowings of all and every nature upto a maximum amount of Rs.1000 crores.

Under the provisions of Section 180 (1) (a) of the Companies Act, 2013, which were made effective from 12th September 2013, the above powers can be exercised by the Board only with the consent of the members obtained by Special Resolution. Further, as per the Circular dated 25th March 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (a) of the Companies Act, 1956 will remain valid for a period of one year from the date of Notification of Section 180 of the Act, i.e. upto 11th September 2014. As such, it is necessary to obtain fresh approval of the members by means of a Special Resolution, through Postal Ballot, to enable the Board of Directors of the Company to create mortgage / hypothecate on the Company's assets, both present and future, in favour of the lenders / Trustees to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

It is therefore, necessary to obtain member's approval by way of a Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 and rules made thereunder for creation of charges / mortgages / hypothecations however the total amount shall not exceed Rs.500 Crores (Rupees Five Hundred Crores) over and above the paid-up Share Capital & Free Reserves of the Company during any Financial Year."

Further the proposal to Mortgage and / or create charge / Hypothecation by the Company of its immovable properties with power to take over the assets of the Company may be regarded as disposal of the Company's properties / undertaking (s). The Board recommends passing of the said resolution by way of a Special Resolution for the approval of the members of the Company pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company during the office hours on all the working days up to the date of declaration of the results of Postal Ballot.

By Order of the Board of Directors

Place: Ahmedabad
Date: 7th November 2014

(S. N. Jetheliya)
Company Secretary