



AIA Engineering Ltd.

AIAEL/NSE/12-13/S-180
23rd August 2012

National Stock Exchange of India Limited,
"Exchange Plaza",
Bandra Kurla Complex,
Bandra (E),
MUMBAI - 400 051

Kind Attention: Mr. Hari K. - Asst. Vice President

Dear Sir,

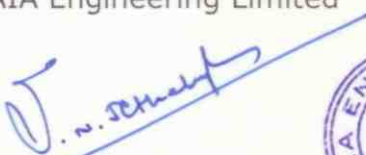
Sub.:- Submission of proceedings of 22nd Annual General Meeting of the Company

Pursuant to Clause 31 (d) of the Listing Agreement, we are enclosing herewith the certified true copy of the proceedings of the 22nd Annual General Meeting of the members of the Company held on Monday the 13th August 2012 at 10.00 A. M. at H.T. Parekh Convention Center, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.

Please receive the same in order and take on your record.

Thanking you.

Yours faithfully,
For AIA Engineering Limited


(S. N. Jetheliya)
Company Secretary



Encl.: As above

An ISO 9001 Certified Company

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MINUTES OF THE 22nd ANNUAL GENERAL OF THE MEMBERS OF AIA ENGINEERING LTD. HELD ON MONDAY THE 13th AUGUST 2012 AT 10.00 A.M. AT H.T. PAREKH CONVENTION CENTER, AMHEDABAD MANAGEMENT ASSOCIATION, ATIRA CAMPUS, Dr. VIKRAM SARABHAI MARG, AHMEDABAD – 380 015.

PRESENT:

Mr. Rajendra S. Shah	:	Chairman
Mr. Bhadresh K. Shah	:	Managing Director
Mr. Yashwant M. Patel	:	Whole-time Director
Mr. Sanjay S. Majmudar	:	Director
Dr. S. Srikumar	:	Director
Mr. Kunal D. Shah	:	Executive Director (Finance)
Mr. S. N. Jetheliya	:	Company Secretary

BY INVITATION:

Mr. Parbat Odhera	:	Representative Kunte & Associates – Chartered Accountants (Internal Auditors)
Mr. Umesh Talati & Mr. Anand Sharma	:	Partners Talati & Talati – Chartered Accountants, (Statutory Auditors)

42 Members and 31 proxies attended the meeting.

The Chairman informed the members that it is 10.00 A.M. and since the quorum for convening the meeting is present, he called the meeting to order. He welcomed all the members to the 22nd Annual General Meeting of the members of the Company.

The Chairman further informed the members that the Company has received 31 (Thirty One) valid proxies for 1,96,32,170 Equity Shares of Rs.2/- each. He also informed the members that pursuant to the provisions of Section 176 of the Companies Act, 1956, a proxy cannot participate and speak in the meeting and can vote only on poll.

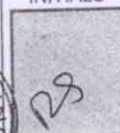
With the consent of the members present, the Notice convening 22nd Annual General Meeting of the members of the Company having already been circulated to the members was taken as read.

The Chairman also informed the members that the Register of Members, Register of Directors' Shareholding maintained pursuant to the provisions of Section 307 of the Companies Act, 1956, the Proxy Register together with the Proxies received by the Company and minutes of the General Meetings have been kept open for inspection of the Members.

Chairman delivered the Chairman's speech and thereafter, upon the request of the Chairman, Mr. S. N. Jetheliya, Company Secretary read the Auditors' Report for the Financial year ended 31st March 2012.

The following business was, thereafter, transacted and accordingly the following resolutions were passed at the meeting:

CHAIRMAN'S
INITIALS



ITEM No. 1

Chairman proposed the following resolution as an **Ordinary Resolution**:

Mr. Praful N. Pasavala seconded the resolution.

The queries raised by the members in respect of accounts, issue of bonus shares and payment of higher dividend and the same were answered by the Chairman and Mr. Sanjay S. Majmudar, Director of the Company to the satisfaction of the members present.

The Chairman put the resolution to vote by show of hands and the same was passed by majority.

ITEM No. 2:

Mr. Praful Pasavala proposed the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a Dividend at the rate of Rs.3.00 (150%) per Equity Share of Rs.2 each, aggregating to Rs.28,29,61,110 (Rupees Twenty Eight crore Twenty Nine Lacs Sixty One Thousand and One Hundred ten only) on 94320370 Equity Shares of Rs.2 each for the Financial Year ended 31st March 2012, be and is hereby declared and that the dividend shall be made payable to those shareholders of the Company whose names appear in the Register of Members of the Company in respect of members holding shares in physical form and as per the list of beneficiaries downloaded from the Depositories as on the book closure date for the members holding shares in Electronic Form.”

Mr. Jayant R. Mehta seconded the resolution.

The Chairman put the resolution to vote by show of hands and the same was carried unanimously.

CHAIRMAN
INITIALS

ITEM No. 3:**APPOINTMENT OF A DIRECTOR IN PLACE OF RETIRING DIRECTOR
MR. BHUPENDRA A. SHAH:**

Mr. Mrugesh Selugar proposed the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Dr. S. Srikumar, Director, retiring by rotation, being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

Mr. Jaswant C. Modi seconded the resolution.

The Chairman put the resolution to vote by show of hands and the same was carried unanimously.

ITEM No. 4:**APPOINTMENT OF A DIRECTOR IN PLACE OF RETIRING DIRECTOR
MR. RAJENDRA S. SHAH:**

On the request of the Chairman, Mr. S. N. Jetheliya, Company Secretary conducted the proceedings for this Item as the appointment is of the Chairman.

Mr. Hirenkumar Adhvaryu proposed the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Rajendra S. Shah, Director, retiring by rotation, being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

Mr. M. B. Shah seconded the resolution.

The Company Secretary put the resolution to vote by show of hands and the same was carried unanimously.

ITEM No. 5:**RE-APPOINTMENT OF STATUTORY AUDITORS M/S TALATI & TALATI,
CHARTERED ACCOUNTANTS.**

Mr. Jaswant C. Modi proposed the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s Talati & Talati, Chartered Accountants, Ahmedabad the retiring Statutory Auditors of the Company be and is hereby re-appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be fixed by the Managing Director of the Company in consultation with them."

Mr. Praful N. Pasawala seconded the resolution.

The Chairman put the resolution to vote by show of hands and the same was carried unanimously.



ITEM No. 6:**INCREASE IN THE INVESTMENTS LIMITS OF FOREIGN INSTITUTIONAL INVESTORS (FIIs) FROM 24% TO 49%:**

Mr. Jaswant C. Modi proposed the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956, Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Master Circular on Foreign Investments in India dated July 1, 2011 issued by the Reserve Bank of India (RBI) and other applicable rules, guidelines, regulations, notifications, circulars and procedures, if any (including any amendments or re-enactments or re-notification thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Ministries of Finance and Company Affairs, Government of India, the Foreign Investment Promotion Board, RBI and other authorities and such other conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions and sanctions which may be agreed to, by the Board of Directors of the Company, consent of the Company be and is hereby accorded to increase the investment limits by SEBI registered Foreign Institutional Investors ("the FIIs") including their sub-accounts in the Equity Share Capital of the Company, either by direct investment or by purchase or otherwise by acquiring from the market under Portfolio Investment Scheme under FEMA on repatriation basis from 24% to 49% of the paid-up Share Capital of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient for the purpose of giving effect to this Resolution and for the matters connected therein or incidental thereto."

Mr. Mrugesh Selugar seconded the resolution.

The Chairman put the resolution to vote by show of hands and the same was carried unanimously.

There being no other business to be transacted at the meeting, the meeting was concluded with a vote of thanks to the Chair.

Place: Ahmedabad

Date: 21-8-2012



Rajendra S. Shah

Chairman
(Rajendra S. Shah)

**Certified True Copy
For AIA Engineering Limited**

S.N. Jetheliya
**S.N. Jetheliya
Company Secretary**

CHAIRMAN'S
INITIALS

