

Report of Scrutinizer

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
AIA Engineering Limited,
115, G V M M Estate,
Odhav Road, Odhav,
Ahmedabad-382410

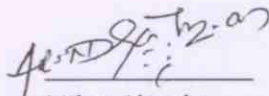
Dear Sir,

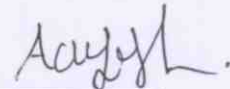
Subject: Scrutinizer's Report (combined) on e-Voting and Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014.

1. I, **Tushar Vora, Practicing Company Secretary**, appointed by the Board of Directors of AIA Engineering Limited ("the Company") as a Scrutinizer for the purpose of scrutinizing and ascertaining the requisite majority on e-voting and postal ballot carried out as per the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies [Management and Administration] Rules, 2014 in respect of the Special Resolution proposed to be passed under Section 180(1)(a) of the Companies Act, 2014 (hereinafter referred to as "said resolution").
2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means as well as postal ballot on the said Resolution. My responsibility as a Scrutinizer for the E-voting and Postal ballot process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the said resolution stated below, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide the E-voting facilities, engaged by the Company and postal ballot papers received through post from shareholders who have voted through postal ballot system.
3. Further to the above and as confirmed by the Company and M/s. Link Intime India Private Limited [(hereinafter referred to as "RTA") - the Registrar and share Transfer Agent of the Company, I submit my report as under:
 - i. The Members of the Company as on the "Cut Off" date i.e. 31st October, 2014 were entitled to vote on the resolution.
 - ii. As specifically mentioned in the Notice sent to all the shareholders, it has been informed to the shareholders that shareholders who opt to vote through postal ballot system shall deliver the duly completed postal ballot form so as to reach the Scrutinizer not later than the close of working hours on Monday, 22nd December, 2014 and any postal ballot form received after that shall stand invalid as if not received.
 - iii. There were 13739 shareholders eligible to receive Notice on the said resolution and to vote thereof and out of 13739 shareholders, the Company has dispatched postal ballot

forms to 5066 shareholders through Airmail and speed post and through e-mail to remaining 8673 shareholders.

- iv. The dispatch was completed on 22nd November, 2014.
- v. There were 93 postal ballot notices sent through post, returned undelivered.
- vi. There were 901 postal ballot notices sent through e-mail, returned undelivered.
- vii. The postal ballot forms were received at the address of RTA in the name of Scrutinizer and were delivered to me - the Scrutinizer - on receipt by RTA and were kept in my safe custody.
- viii. There are total 150 postal ballot covers comprising 156 postal ballots are received for 1180358 equity shares of the Company.
- ix. We have prepared and maintained Postal Ballot Register with all details including reasons / grounds for considering any postal ballot as invalid / rejected and the same is being delivered to the Company.
- x. All postal ballots received up to 22nd December, 2014 - 5.00 p.m. - being the last date and time fixed by the Company for receipt of the postal ballot forms were considered by me for scrutiny.
- xi. As informed, there are no postal ballot received after 22nd December, 2014 - 5.00 p.m. being the last date and time fixed by the Company for receipt of the postal ballot forms.
- xii. The Company has availed E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting E-voting by the shareholders of the Company.
- xiii. The e-voting period commenced on Sunday, 23rd November, 2014 (09.00 A.M.) to Monday, 22nd December, 2014 (5.00 P.M.). The votes cast were unblocked on 23rd December, 2014 in the presence of two witnesses, Mr. Milan Alondra and Mr. Aayush Shah who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.


Milan Alondra


Aayush Shah

- xiv. In respect of e-Voting, the details containing *inter alia*, list of equity shareholders, who voted "for", "against" to the said resolution which has been put to vote, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL), i.e. www.evotingindia.com.
- xv. Based on the report generated from the e-voting website of (CDSL) and postal ballots received, the combined result of voting through e-voting and postal ballot is as under:

Item No. 1 - Special Resolution

Resolution under Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors to mortgage / hypothecate / create security and / or create any charge on immovable and / or movable properties of the Company to secure the borrowings [including temporary loans and working capital facilities obtained by the Company from any of its scheduled banks in the ordinary course of business]

SR. NO.	PARTICULARS	NO. OF POSTAL BALLOT FORMS / E-VOTING OPTIONS	NO. OF SHARES	% TO THE TOTAL SHARES REPRESENTING VALID VOTES
1	TOTAL VOTING			
	a. Total postal ballot forms received**	156	11,80,358	--
	b. Total e-voting options received	147	8,08,98,887	--
	Total 1[a+b]	303	8,20,79,245	--
2	INVALID VOTES			
	Less: invalid postal ballot forms***	23	3,867	--
3	VALID VOTES			
	a. Net valid postal ballot forms # [1(a) - 2]	133	11,76,491	--
	b. Net valid e-voting options	147	8,08,98,887	--
	Total 3[a+b]	280	8,20,75,378	--
4	VOTES IN FAVOUR / ASSENT			
	a. Postal ballot forms with assent for the resolution	126	11,75,376	99.938
	b. E-voting options with assent for the resolution	146	8,08,98,869	99.999
	Total 4[a+b]	272	8,20,74,245	99.999
5	VOTES AGAINST / DISSENT			
	a. Postal ballot forms with dissent for the resolution	7	725	0.061
	b. E-voting options with dissent for the resolution	1	18	0.000
	Total 5[a+b]	8	743	0.001

** out of total number of 1180358 shares, two shareholders holding 475 equity shares have voted for 85 equity shares only and have not exercised their voting for balance 390 shares.

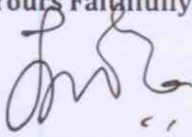
*** the invalid votes / postal ballot forms are such forms / votes which are treated as cancelled / rejected by us on various grounds namely: signature difference, non-voting either in favour or against, unsigned postal ballot, form of other Company etc.

1176491 shares include 390 shares for which 2 shareholders have not exercised their voting rights.

Based on the foregoing, the said resolution under Section 180(1)(a) of the Companies Act, 2013 proposed to be passed as special resolution may be deemed to have the requisite majority.

You may accordingly declare the result of voting by postal ballot and e-voting.

Thanking you,
Yours Faithfully,



Name: Tushar Vora
Practicing Company Secretary
*Scrutinizer for Postal ballot and
e-voting*



FCS: 3459

COP: 1745

Place : Ahmedabad

Date : 26th December, 2014