

Report of Scrutinizer

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

To,
The Chairman of 32nd Annual General Meeting of the members of
AIA Engineering Limited,
115, G V M Estate,
Odhav Road, Odhav,
Ahmedabad-382410

Dear Sir,

Subject: Scrutinizer's Summary Report on Remote E-voting and E-voting facilities to vote at 32nd Annual General Meeting [AGM] conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014.

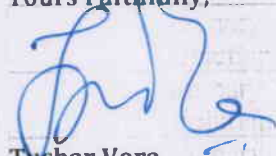
1. I, Tushar Vora appointed as Scrutinizer by
 - i. the Board of Directors of AIA Engineering Limited [the Company] for the purpose of scrutinizing the E-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration] Rules, 2014 and circulars issued by MCA from time to time and SEBI relating to conducting of AGM through VC/OAVM and
 - ii. the Chairperson of the 32nd AGM, in terms of circulars issued by MCA and SEBI from time to time relating to conducting of AGM through VC/OAVM, for the purpose of scrutinizing E-voting facility at AGM on the resolutions contained in the Notice of the 32nd Annual General Meeting (AGM) to the members of the Company present at the meeting held on Monday, the 12th September, 2022 at 10:00 a.m. through Video Conferencing / Other Audio Visual Means.
2. The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and circulars issued by MCA and SEBI, from time to time, relating to conducting of AGM through VC/OAVM and voting through electronic means on the resolutions contained in the Notice convening the 32nd Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the Remote E-voting process and E-voting facilities to vote at AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited.
3. As required under Rule 20 of the Companies [Management and Administration] Rules, 2014, I have issued Scrutinizer's Report dated 13th September, 2022 **on the Remote e-voting and e-voting facilities to vote at AGM on the resolutions contained in the Notice of the AGM.**



4. As per the various MCA circulars issued from time to time, I submit herewith my summary Report on the results of Remote e-voting together with that of e-voting at AGM, as under:

Item No. of the Notice	Ordinary / Special Resolution	Votes in favour of the Resolutions		Votes Against the Resolutions		Invalid Votes Nos.
		Nos.	% of total valid votes casts [Favour and Against]	Nos.	% of total valid votes casts [Favour and Against]	
1	Ordinary Resolution	87184906	100	256	00	78998
2	Ordinary Resolution	87194116	100	156	00	78998
3	Ordinary Resolution	85810092	98.42	1378938	1.58	78998
4	Ordinary Resolution	87188772	100	258	00	78998
5	Special Resolution	85526727	98.09	1662303	1.91	78998
6	Ordinary Resolution	32019556	100	266	00	78998
7	Ordinary Resolution	87188774	100	256	00	78998

Thanking you,
Yours Faithfully,



Tushar Vora
Practicing Company Secretary
Scrutinizer
FCS: 3459, COP: 1745
UDIN: F003459D000963319



Place : Ahmedabad
Date : 13th September, 2022

Report of Scrutinizer

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

To,

The Chairman of 32nd Annual General Meeting of the members of

AIA Engineering Limited,

115, G V M M Estate,

Odhav Road, Odhav,

Ahmedabad-382410

Dear Sir,

Subject: Scrutinizer's Report on Remote E-voting and E-voting conducted at Annual General Meeting [AGM] conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 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 the E-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration] Rules, 2014 on the below mentioned resolution(s), contained in the Notice to the 32nd Annual General Meeting of the Equity Shareholders of the Company held on Monday, the 12th September, 2022 at 10.00 A.M. through Video Conferencing / Other Audio Visual Means.
2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI from time to time relating to conducting of AGM through VC/OAVM and voting through electronic means on the Resolutions contained in the Notice to the 32nd Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the E-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions 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 Remote e-voting facilities and e-voting facilities to vote at AGM, engaged by the Company.
3. Further to the above, I submit my report as under:
 - i. 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.
 - ii. The Members of the Company as on the "Cut Off" date i.e. 05th September, 2022 were entitled to vote on the resolutions Items Number 1 to 7 as set out in Notice of 32nd AGM of the Company.



- iii. The e-voting period commenced on Thursday, 08th September, 2022 (09.00 A.M.) to Sunday, 11th September, 2022 (5.00 P.M.). The votes cast were unblocked on 12th September, 2022 in the presence of two witnesses, Mr. Vivek Vakharia and Mr. Monil Shah who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.



Vivek Vakharia



Monil Shah

- iv. After announcement made by the Chairman, the shareholders present at the AGM through VC were allowed to vote through e-voting facility provided by Central Depository Services (India) Limited (CDSL).
- v. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by Central Depository Services (India) Limited (CDSL) had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
- vi. Thereafter, the details containing *inter alia*, list of equity shareholders, who voted "for" , "against" to each of the resolutions that were put to vote , were generated from the e-voting website of Central Depository Services (India) Limited (CDSL), i.e. www.evotingindia.com and based such reports generated, the result of e-voting is as under:---

Item No. 1 - Ordinary Resolution

Resolution : To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2022 and the Statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors' and Auditors' thereon.

(I) Voted in favour of resolution:

Particulars	Remote E-voting	E-Voting at the AGM	Total
Number of Members voted	266	2	268
Number of votes cast by them	87182821	2085	87184906
% of Total Number of valid votes cast			100

(II) Voted against the resolution:

Particulars	Remote E-voting	E-Voting at the AGM	Total
Number of Members voted	3	0	3
Number of votes cast by them	256	0	256
% of Total Number of valid votes cast			00

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	78998

(IV) Seven members abstained from voting on this resolution.

Item No. 2 - Ordinary Resolution

Resolution To declare the Dividend on Equity Shares for the Financial Year ended 31st March, 2022.

(I) Voted in favour of resolution:

Particulars	Remote E-voting	E-Voting at the AGM	Total
Number of Members voted	274	2	276
Number of votes cast by them	87192031	2085	87194116
% of Total Number of valid votes cast			100

(II) Voted against the resolution:

Particulars	Remote E-voting	E-Voting at the AGM	Total
Number of Members voted	2	0	2
Number of votes cast by them	156	0	156
% of Total Number of valid votes cast			00

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	78998

(IV) No members abstained from voting on this resolution.



Item No. 3 - Ordinary Resolution

Resolution to appoint a Director in place of Mrs. Khushali Samip Solanki (DIN: 07008918), who retires by rotation and being eligible, offers herself for re-appointment.

(I) Voted in favour of resolution:

Particulars	Remote E-voting	E-Voting at the AGM	Total
Number of Members voted	215	2	217
Number of votes cast by them	85808007	2085	85810092
% of Total Number of valid votes cast			98.42

(II) Voted against the resolution:

Particulars	Remote E-voting	E-Voting at the AGM	Total
Number of Members voted	57	0	57
Number of votes cast by them	1378938	0	1378938
% of Total Number of valid votes cast			1.58

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	78998

(IV) Six members abstained from voting on this resolution.

Item No. 4 - Ordinary Resolution

Resolution : To re-appoint B S R & Co. LLP, Chartered Accountants, Ahmedabad (Firm Registration No. 101248W/W-100022), as the Statutory Auditors of the Company.

(I) Voted in favour of resolution:

Particulars	Remote E-voting	E-Voting at the AGM	Total
Number of Members voted	265	2	267
Number of votes cast by them	87186687	2085	87188772
% of Total Number of valid votes cast			100



(II) Voted against the resolution:

Particulars	Remote E-voting	E-Voting at the AGM	Total
Number of Members voted	5	0	5
Number of votes cast by them	258	0	258
% of Total Number of valid votes cast			00

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	78998

(IV) Six members abstained from voting on this resolution.

Item No. 5 - Special Resolution

Resolution : To re-appoint Mr. Yashwant M. Patel (DIN - 02103312) as the Whole- Time Director of the Company for a period of 5 years.

(I) Voted in favour of resolution:

Particulars	Remote E-voting	E-Voting at the AGM	Total
Number of Members voted	238	2	240
Number of votes cast by them	85524642	2085	85526727
% of Total Number of valid votes cast			98.09

(II) Voted against the resolution:

Particulars	Remote E-voting	E-Voting at the AGM	Total
Number of Members voted	34	0	34
Number of votes cast by them	1662303	0	1662303
% of Total Number of valid votes cast			1.91

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	78998

(IV) Six members abstained from voting on this resolution.



Item No. 6 - Ordinary Resolution**Resolution :** To approve Related Party Transactions.

(I) Voted in favour of resolution:

Particulars	Remote E-voting	E-Voting at the AGM	Total
Number of Members voted	257	2	259
Number of votes cast by them	32017471	2085	32019556
% of Total Number of valid votes cast			100

(II) Voted against the resolution:

Particulars	Remote E-voting	E-Voting at the AGM	Total
Number of Members voted	4	0	4
Number of votes cast by them	266	0	266
% of Total Number of valid votes cast			00

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	78998

(IV) Fifteen members abstained from voting on this resolution.

Item No. 7 - Ordinary Resolution**Resolution :** To ratify remuneration of cost auditor.

(I) Voted in favour of resolution:

Particulars	Remote E-voting	E-Voting at the AGM	Total
Number of Members voted	267	2	269
Number of votes cast by them	87186689	2085	87188774
% of Total Number of valid votes cast			100

(II) Voted against the resolution:

Particulars	Remote E-voting	E-Voting at the AGM	Total
Number of Members voted	3	0	3
Number of votes cast by them	256	0	256
% of Total Number of valid votes cast			00

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	78998

(IV) Six members abstained from voting on this resolution.

- vii. A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.
- viii. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to Mr. S. N. Jetheliya, Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking you,
Yours Faithfully,

Tushar Vora
Practicing Company Secretary
Scrutinizer
FCS: 3459
COP: 1745
UDIN: F003459D000963319



Place : Ahmedabad
Date : 13th September, 2022