

**FORM No. MGT-13
Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 25th Annual General Meeting of the members of

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

The 25th Annual General Meeting of the members of AIA Engineering Limited (the Company) held on Thursday, the 24th September, 2015 at 10.00 A.M. at H. T. Parekh Convention Center, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-15.

Dear Sir,

I, **Tushar Vora, Practicing Company Secretary**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 25th Annual General Meeting of the Equity Shareholders of AIA Engineering Limited held on Thursday, the 24th September, 2015 at 10.00 A.M. at H. T. Parekh Convention Center, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-15, submit my report as under:

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



Item No. 1 - Ordinary Resolution

Resolution to receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at the year ended 31st March 2015 and the Statement of Profit and Loss of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon.

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
6	153815	100

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	Not Available

Item No. 2 - Ordinary Resolution

Resolution to declare Dividend on Equity Shares for the financial year ended 31st March, 2015.

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
6	153815	100

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	Not Available



Item No. 3 - Ordinary Resolution

Resolution to appoint a Director in place of Mr. Yashwant M Patel [DIN-02103312], who retires by rotation and being eligible, offers himself for re-appointment.

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
6	153815	100

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	Not Available

Item No. 4 - Ordinary Resolution

Resolution to appoint M/s. Talati & Talati, Chartered Accountants [ICAI Registration No.110758W] as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
6	153815	100

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	Not Available

Item No. 5 - Ordinary Resolution

Resolution to appoint Ms. Khushali S Solanki [DIN-07008918] as a Director of the Company liable to retire by rotation.

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
5	153765	99.967

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	50	00.032

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	Not Available

Item No. 6 - Ordinary Resolution

Resolution to appoint Ms. Bhumika S Sodhan [DIN-02099400] as a Director of the Company liable to retire by rotation.

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
6	153815	100

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	Not Available

Item No. 7 - Ordinary Resolution

Resolution to appoint Mr. Rajan R Harivallabhdas [DIN-00014265] as an Independent Director of the Company for a period of five years from 24.9.2015 to 23.9.2020.

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
6	153815	100

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	Not Available

Item No. 8 - Special Resolution

Resolution to approve related party transaction with M/s. Welcast Steel Limited – subsidiary Company of the Company..

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
6	153815	100

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	Not Available



Item No. 9 - Ordinary Resolution

Resolution to ratify the remuneration of Rs. 3.50 Lacs to M/s. Kiran J. Mehta & Co. Cost Accountants appointed by the Board of Directors on the recommendations of the Audit Committee to conduct the Audit of Cost Records pertaining of the Company for the Financial Year ending on 31st March 2016.

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
6	153815	100

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	Not Available

Item No. 10- Special Resolution

Resolution to consent for the appointment of Mr. Yashwant Patel for holding of Office or Place of Profit under the Company.

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
6	153815	100

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

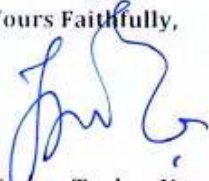
(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	Not Available



5. A compact Disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorize by the Board for safe keeping.

Thanking you,
Yours Faithfully,

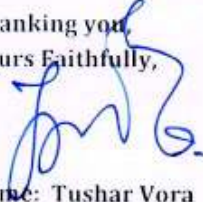


Name: Tushar Vora
Practicing Company Secretary
Scrutinizer
FCS: 3459, COP: 1745
Place : Ahmedabad
Date : 26th September, 2015



(IV) None of the members abstained from voting.

Thanking you,
Yours Faithfully,



Name: Tushar Vora
Practicing Company Secretary
Scrutinizer

FCS: 3459
COP: 1745

Place : Ahmedabad
Date : 26th September, 2015

