

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4)(xii) 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

Dear Sir,

Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (4)(xii) 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 25th Annual General Meeting of the Equity Shareholders of the Company to be 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.
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 on the Resolutions contained in the Notice to the 25th 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 E-voting facilities, 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. 18th September, 2015 were entitled to vote on the resolutions [Items Number 1 to 10 as set out in Notice of 25th AGM of the Company].
 - iii. The e-voting period commenced on Sunday, 20th September, 2015 (09.00 A.M.) to Wednesday, 23rd September, 2015 (5.00 P.M.). The votes cast were unblocked on 24th September, 2015 in the presence of two witnesses, Mr. Alpesh Vekariya and Mr. Rudraksh Bhatt who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.


Alpesh Vekariya


Rudraksh Bhatt



- iv. 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 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 the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
140	78005941	99.946

- (II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
2	42056	00.054

- (III) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
29	5738056

- (IV) 11 [Eleven] member holding 628296 equity shares abstained from voting.

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 the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
153	78676293	100

- (II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
Nil	N.A.	N.A.

- (III) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
29	5738056

- (IV) None of the members abstained from voting.



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 the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
151	78624258	99.934

(II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
2	52035	00.066

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
29	5738056

(IV) None of the members abstained from voting.

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** the of resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
136	77895864	99.829

(II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
2	134000	00.171

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
29	5738056

(IV) **15** [fifteen] members holding 646429 equity shares abstained from voting.



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 the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
144	78228465	99.876

(II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
4	97350	00.124

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
29	5738056

(IV) 5 [five] member holding 350478 equity shares abstained from voting.

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 the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
145	78228940	99.876

(II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
4	97350	00.124

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
29	5738056

(IV) 4 [four] members holding 350003 equity shares abstained from voting.



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 the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
149	78326290	100

(II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
Nil	N.A.	N.A.

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
29	5738056

(IV) 4 [four] members holding 350003 equity shares abstained from voting.

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 the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
141	20515723	100

(II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
Nil	N.A.	N.A.

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
29	5738056

(IV) 12 [twelve] members holding 58160570 equity shares abstained from voting.



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 the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
153	78676293	100

(II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
Nil	N.A.	N.A.

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
29	5738056

(IV) None of the members abstained from voting.

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 the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
150	78665233	99.986

(II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
3	11060	00.014

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
29	5738056

(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

