

**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 24th Annual General Meeting of the members of
AIA Engineering Limited,
115, G V M M Estate,
Odhav Road, Odhav,
Ahmedabad-382410

The 24th Annual General Meeting of the members of AIA Engineering Limited (the Company) held on Thursday, the 11th September, 2014 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 24th Annual General Meeting of the Equity Shareholders of AIA Engineering Limited held on Thursday, the 11th September, 2014 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 Audited Balance Sheet as at the year ended 31st March 2014 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
18	2769521	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	991963

Item No. 2 - Ordinary Resolution

Resolution to declare Dividend on Equity Shares for the financial year ended 31st March, 2014.

(I) Voted in favour of resolution:

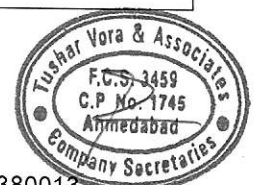
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
18	2769521	100

(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	991963



Item No. 3 - Ordinary Resolution

Resolution to appoint a Director in place of Dr. S. Srikumar [DIN-01025579], 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
9	339788	12.27

(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
9	2429733	87.73

(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	991963

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
12	1480855	53.47

(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
6	1288666	46.53

(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	991963



Item No. 5 - Ordinary Resolution

Resolution to appoint Mr. Dileep C. Choksi [DIN-00016322] as an Independent Director to hold office for a period of five consecutive years from 11th September 2014 to 10th September 2019.

(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
17	2769421	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	991963

Item No. 6 - Special Resolution

Resolution to appoint Mr. Sanjay S. Majmudar [DIN-00091305] as an Independent Director to hold office for 2nd term of five consecutive years from 11th September 2014 to 10th September 2019.

(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
17	2769421	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	991963

Item No. 7 - Special Resolution

Resolution to appoint Mr. Rajendra S. Shah [DIN-00061922] as an Independent Director to hold office for a period of five consecutive years from 11th September 2014 to 10th September 2019.

(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
17	2769421	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	991963

Item No. 8 - Special Resolution

Resolution to borrow monies in excess of the aggregate of the paid-up capital of the company and its free reserves - provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained shall not exceed Rs.500 crore during any financial year.

(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
17	2769421	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	991963

Item No. 9 - Special Resolution

Resolution to pay a sum not exceeding 0.25% per annum of Net Profits of the Company to Directors other than Managing Director or Whole-time Director of the Company or to some or any of them in such amounts or proportions and in such manner as may be decided by the Board of Directors for a period of five years commencing from 1st April 2014.

(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
17	2769421	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	991963

Item No. 10 - 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 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
17	2769421	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	991963

Item No. 11- Special Resolution

Resolution to consent for the re-appointment of Powertec Engineering Pvt. Ltd. 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
16	2769296	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	991963

- 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.
- 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 : 12th September, 2014