

**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 31<sup>st</sup> Annual General Meeting of the members of  
AIA Engineering Limited,  
115, G V M M Estate,  
Odhav Road, Odhav,  
Ahmedabad-382410

Dear Sir,

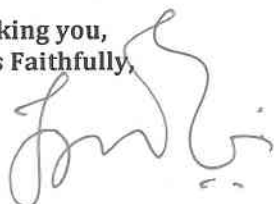
**Subject: Scrutinizer's Summary Report on remote e-voting and e-voting facilities to vote at Annual General Meeting [AGM] conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014.**

1. I, Tushar Vora appointed as Scrutinizer by
  - i. the Board of Directors of AIA Engineering Ltd. [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 31<sup>st</sup> AGM, in terms of circulars issued by MCA and SEBI from time to time relating to conducting of AGM through VC/OAVM, provided e-voting facility at AGM on the resolutions contained in the Notice of the 31<sup>st</sup> Annual General Meeting (AGM) to the members of the Company present at the meeting held on Friday 03<sup>rd</sup> September, 2021 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 31<sup>st</sup> 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 separate Scrutinizer's Report dated 03<sup>rd</sup> September, 2021 on the Remote e-voting and e-voting facilities to vote at AGM on the resolutions contained in the Notice of the AGM.

4. 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.	% of total valid votes casts [Favour and Against]	Nos.	% of total valid votes casts [Favour and Against]	Nos.
1	Ordinary Resolution	89608326	100	151	0	0
2	Ordinary Resolution	89608326	100	151	0	0
3	Ordinary Resolution	87595218	99.74	225572	0.26	0
4	Special Resolution	86992542	97.89	1876142	2.11	0
5	Ordinary Resolution	34436830	99.99	2315	0.01	847
6	Ordinary Resolution	89608320	100	152	0	0
7	Ordinary Resolution	78846511	89.78	8974279	10.22	0

Thanking you,  
Yours Faithfully,



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

Place : Ahmedabad  
Date : 4<sup>th</sup> September, 2021

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 31<sup>st</sup> 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 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of the Company held on Friday, the 3<sup>rd</sup> September, 2021 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 from time to time and SEBI relating to conducting of AGM through VC/OAVM and voting through electronic means on the Resolutions contained in the Notice to the 31<sup>st</sup> 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 to vote at the AGM of the Company.
  - ii. The Members of the Company as on the "Cut Off" date i.e. 27<sup>th</sup> August, 2021 were entitled to vote on the resolutions Items Number 1 to 7 as set out in Notice of 31<sup>st</sup> AGM of the Company).

- iii. The e-voting period commenced on Monday, 30<sup>th</sup> August, 2021 (09.00 A.M.) to Thursday, 02<sup>nd</sup> September, 2021 (5.00 P.M.). The votes cast were unblocked on 3<sup>rd</sup> September, 2021 in the presence of two witnesses, Mr. Saket Vaishnav 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.

S. J. Vaishnav  
Saket Vaishnav

Monil Shah  
Monil Shah

- iv. After announcement made by the Chairman, the shareholders present at the AGM through VC voted 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](http://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 Sheets as at 31<sup>st</sup> March 2021 and the Statements of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon..

(I) Voted in favour of resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
273	89608326	100

(II) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
1	151	0

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

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

Item No. 2 - Ordinary Resolution

Resolution To declare the Dividend on Equity Shares for the Financial Year 2020-21.

(I) Voted in favour of resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
273	89608326	100

(II) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
1	151	0

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

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

Item No. 3 - Ordinary Resolution

Resolution to appoint a Director in place of Mrs. Bhumika S. Shodhan (DIN: 02099400), who retires by rotation and being eligible, offers herself for re-appointment.

(I) Voted in favour of resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
257*	87595218	99.74

(II) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
13*	225572	0.26

\* Out of the total number of members voted, one folio member has voted partially "in favour" of resolution and partially "against" the resolution and the report is given accordingly.

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

(IV) 5 (Five) members abstained from voting on this resolution.



**Item No. 4 - Special Resolution**

Resolution to approve the re-appointment of Mr. Bhadresh K. Shah (DIN: 00058177) as the Managing Director of the Company for a period of 5 years with effect from 1<sup>st</sup> October, 2021.

(I) Voted in favour of resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
266	86992542	97.89

(II) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
6	1876142	2.11

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

(IV) 2 (Two) members abstained from voting on this resolution.

**Item No. 5 - Ordinary Resolution**

Resolution to approve Related Party Transactions.

(I) Voted in favour of resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
260	34436830	99.99

(II) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
4	2315	0.01

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	847

(IV) 9 (Nine) members abstained from voting on this resolution.



Item No. 6 - Ordinary Resolution

Resolution to ratify remuneration of cost auditor.

(I) Voted in favour of resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
271	89608320	100

(II) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
2	152	0

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

(IV) 1 (One) member abstained from voting on this resolution.

Item No. 7 - Ordinary Resolution

Resolution to approve payment of remuneration by way of commission to Non-executive directors of the company, not exceeding 1% of the net profit of the Company for each Financial Year from 1<sup>st</sup> April, 2021.

(I) Voted in favour of resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
175	78846511	89.78

(II) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
94	8974279	10.22

(III) Invalid Votes

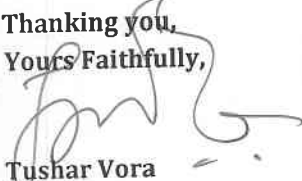
Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

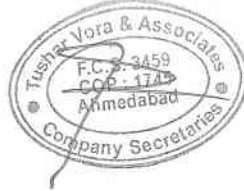
(IV) 5 (Five) members abstained from voting on this resolution.

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



Place : Ahmedabad  
Date : 4<sup>th</sup> September, 2021