

Report of Scrutinizer

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

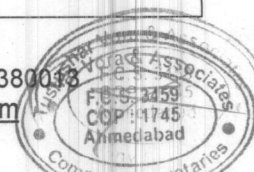
To,
The Chairman of 30th Annual General Meeting of the members of
 AIA Engineering Limited,
 115, G V M M Estate,
 Odhav Road, Odhav,
 Ahmedabad-382410

Dear Sir,

Subject: Scrutinizer's Summary Report on E-voting and e-voting facilities to vote at AGM ("Instapoll") 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 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.
2. As required under Rule 20 of the Companies [Management and Administration] Rules, 2014, I have issued separate Scrutinizer's Report dated 21st September, 2020 **on the E-voting** on the resolutions contained in the Notice of the AGM.
3. Further, I have also issue separate Scrutinizer's Report dated 21st September, 2020 **on e-voting facilities to vote at AGM ("Instapoll")** on the resolutions contained in the Notice of the AGM.
4. I submit herewith my summary Report on the results of 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	89186178	100	155	0	252390
2	Ordinary Resolution	89936635	100	155	0	252390
3	Ordinary Resolution	89841421	99.89	95369	0.11	252390
4	Ordinary Resolution	34696842	100	190	0	252390



Tushar M. Vora

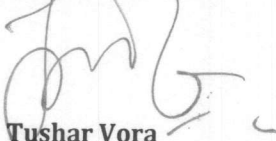
B.Com., LLB. (SPL.), F.C.S.

TUSHAR VORA & ASSOCIATES

Company Secretaries

5	Ordinary Resolution	89936635	100	155	0	252390
6	Special Resolution	87986903	99.81	163719	0.19	252390
7	Special Resolution	83257990	94.43	4907752	5.57	252390

**Thanking you,
Yours Faithfully,**



Tushar Vora
Practicing Company Secretary
Scrutinizer
FCS: 3459, COP: 1745
UDIN: F003459B000748115



Place : Ahmedabad
Date : 22nd September, 2020

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 30th 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 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 30th Annual General Meeting of the Equity Shareholders of the Company held on Monday, the 21st September, 2020 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 30th 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. 14th September, 2020 were entitled to vote on the resolutions Items Number 1 to 7 as set out in Notice of 30th AGM of the Company).
- iii. The e-voting period commenced on Friday, 18th September, 2020 (09.00 A.M.) to Sunday, 20th September, 2020 (5.00 P.M.). The votes cast were unblocked on 21st September, 2020 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. 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 on 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 31st March 2020 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
256	89186178	100

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

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
3	155	0

(III) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	252390

(IV) 6 members holding 750457 equity shares of the Company abstained from voting.

Item No. 2 - Ordinary Resolution

Resolution To confirm the Interim Dividend declared on Equity Shares for the Financial Year ended 31st March 2020.

(I) Voted **in favour** of resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
262	89936635	100

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

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
3	155	0

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	252390

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

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 voted	Number of votes cast by them	% of Total Number of valid votes cast
261	89841421	99.89

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

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
4	95369	0.11

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	252390

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

Item No. 4 - Ordinary Resolution**Resolution** to approve the 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
248	34696842	100

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

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
4	190	0

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	252390

(IV) 13 members holding 55239758 equity shares of the Company abstained from voting.

Item No. 5 - 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
262	89936635	100

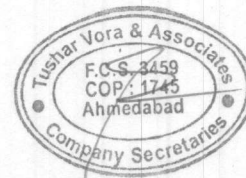
(II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
3	155	0

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	252390

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



Item No. 6 - Special Resolution

Resolution to approve payment to Mr. Sanjay S. Majmudar [DIN:00091305] a Non-executive independent director of the company of sum of Rs. 22.5 lakhs p.a. as commission and/or in such manner as may be decided between him and company in respect of F.Y. 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
242	87986903	99.81

(II) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
16	163719	0.19

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	252390

(IV) 7 members holding 1786168 equity shares of the Company abstained from voting.

Item No. 7 - Special Resolution

Resolution to re-appoint Mr. Rajan Ramkrishna Harivallabhdas [DIN: 00014265] being eligible for reappointment and not liable to retire by rotation as an Independent director of the company for second term office consecutive years even after he attains the age of seventy five years.

(I) Voted **in favour** of resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
188	83257990	94.43

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

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
71	4907752	5.57

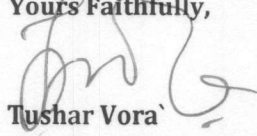
(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	252390

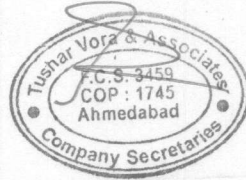
(IV) 6 members holding 1771048 equity shares of the Company abstained from voting.

- 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. Satyanarayan C. 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: F003459B000748115



Place : Ahmedabad
Date : 22nd September, 2020

Report of Scrutinizer

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To,

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Odhav Road, Odhav,

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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 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 facilities and ascertaining the requisite majority on e-voting carried out to vote at AGM ("Instapoll") as per the circulars issued by MCA from time to time and SEBI relating to conducting of AGM through VC/OAVM on the below mentioned resolution(s), contained in the Notice to the 30th Annual General Meeting of the Equity Shareholders of the Company held on Monday, the 21st September, 2020 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 30th 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 to vote at AGM ("Instapoll"), 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. 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). The votes cast were unblocked on 21st September, 2020 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

- iii. 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.
- 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 Sheets as at 31st March 2020 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
0	0	0

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

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
0	0	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 confirm the Interim Dividend declared on Equity Shares for the Financial Year ended 31st March 2020.(I) Voted **in favour** of resolution:

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

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

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

(II) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
0	0	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. 4 - Ordinary Resolution

Resolution to approve the 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
0	0	0

(II) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
0	0	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. 5 - 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
0	0	0

(II) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
0	0	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. 6 - Special Resolution

Resolution to approve payment to Mr. Sanjay S. Majmudar [DIN:00091305] a Non-executive independent director of the company of sum of Rs. 22.5 lakhs p.a. as commission and/or in such manner as may be decided between him and company in respect of F.Y. 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
0	0	0

(II) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
0	0	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. 7 - Special Resolution

Resolution to re-appoint Mr. Rajan Ramkrishna Harivallabhdas [DIN: 00014265] being eligible for reappointment and not liable to retire by rotation as an Independent director of the company for second term office consecutive years even after he attains the age of seventy five years.

(I) Voted in favour of resolution:

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

(II) Voted against the resolution:

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

(III) Invalid Votes

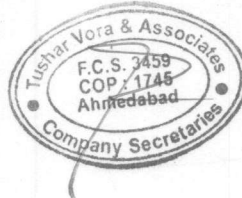
Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

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

- vii. A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions through 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
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FCS: 3459
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Place : Ahmedabad
Date : 22nd September, 2020