

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 29th 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 Consolidated Report on E-voting and Poll conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of Companies (Management and Administration) Rules, 2014.

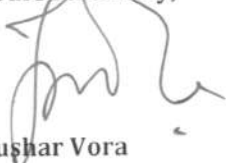
1. I, Tushar Vora appointed as Scrutinizer by
 - i. the Board of Directors of AIA Engineering Ltd. [the Company] for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration] Rules, 2014 as amended vide Notification dated 19th March, 2015 and
 - ii. the Chairman of the 29th Annual General Meeting, on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies [Management and Administration] Rules, 2014, on the resolutions contained in the Notice of the 29th Annual General Meeting (AGM) of the members of the Company, held on Monday 12th August, 2019 at 10.00 a.m. at H.T. Parekh Convention Centre, Ahmedabad Management Association, 'ATIRA Campus', Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.
2. The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice convening the 29th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the 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 and voting by poll conducted at the said meeting venue.
3. As required under Rule 21[2] of the Companies [Management and Administration] Rules, 2014, I have issued separate Scrutinizer's Report dated 13^h August, 2019 **on the Poll** on the resolutions contained in the Notice of the AGM.



4. I have also issued separate Scrutinizer's Report dated 13th August, 2019 **on e-voting** on the resolutions contained in the Notice of the AGM.
5. As required under Rule 20[4][xii] of the Companies [Management and Administration] Rules, 2014, I submit herewith my consolidated Report on the results of e-voting together with that of Poll 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	87741340	100	50	00	50
2	Ordinary Resolution	87741380	100	0	00	50
3	Ordinary Resolution	87258196	99.44	483184	0.56	50
4	Ordinary Resolution	32374989	100	76	00	50
5	Ordinary Resolution	87741330	100	50	00	50
6	Ordinary Resolution	86391811	100	50	00	50
7	Special Resolution	84768173	98.75	1071341	1.25	50
8	Special Resolution	83929330	97.15	2462531	2.85	50
9	Special Resolution	83885677	97.10	2506184	2.90	50
10	Special Resolution	86256592	99.84	135269	0.16	50

Thanking you,
Yours Faithfully,



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



Place : Ahmedabad
Date : 13th August, 2019

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 29th 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 29th Annual General Meeting of the Equity Shareholders of the Company to be held on Monday, the 12th August, 2019 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 29th 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. 5th August, 2019 were entitled to vote on the resolutions Items Number 1 to 10 as set out in Notice of 29th AGM of the Company).
- iii. The e-voting period commenced on Friday, 09th August, 2019 (09.00 A.M.) to Sunday, 11th August, 2019 (5.00 P.M.). The votes cast were unblocked on 12th August, 2019 in the presence of two witnesses, Mr. Saket Vaishnav and Ms. Khushbu Vora 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

K. Vora

Khushbu Vora

- 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 2019 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]
219	87740222	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]
1	50	00

- (III) **Invalid** Votes

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

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



Item No. 2 - Ordinary Resolution

Resolution to confirm the Dividend declared on Equity Shares for the Financial Year ended 31st March, 2019.

(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]
219	87740262	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
Nil	N.A.

(IV) One member holding 10 equity shares abstained from voting for this resolution.

Item No. 3 - Ordinary Resolution

Resolution to appoint a Director in place of Mrs. Khushali Samip Solanki (DIN 07008918), who retires by rotation and being eligible, offers herself 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]
211	87257078	99.45

(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]
8	483184	0.55

(III) **Invalid Votes**

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

(IV) One member holding 10 equity shares abstained from voting for this resolution.



Item No. 4 - Ordinary 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]
203	32373877	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]
2	75	00

(III) **Invalid** Votes

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

(IV) 15 members holding 55366320 equity shares of the Company abstained from voting.

Item No. 5 - Ordinary Resolution

Resolution to ratify the remuneration of Rs. 4 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 to the Company for the Financial Year ending on 31st March 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]
218	87740212	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]
1	50	00

(III) **Invalid** Votes

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

(IV) One member holding 10 equity shares abstained from voting for this resolution.



Item No. 6 - Ordinary Resolution

Resolution to approve appointment of Mrs. Janaki Udayan Shah(DIN:00343343) as an Independent director of the company for a term of 5 consecutive years from 12th August,2019

(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]
213	86390693	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]
1	50	00

(III) **Invalid** Votes

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

(IV) 6 [six] members holding 1349529 equity shares of the Company abstained from voting.

Item No. 7 - 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.2019-2020.

(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]
188	84767055	98.75

(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]
22	1071341	1.25

(III) **Invalid** Votes

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

(IV) 10 members holding 1901876 equity shares of the Company abstained from voting.



Item No. 8 - Special Resolution

Resolution to reappoint Mr. Rajendra S Shah(DIN: 00061922) being eligible for reappointment and not liable to retire by rotation as an Independent director of the company for second term of five consecutive years.

(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]
189	83928212	97.15

(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]
25	2462531	2.85

(III) **Invalid Votes**

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

(IV) 6[six] members holding 1349529 equity shares of the Company abstained from voting

Item No. 9 - Special Resolution

Resolution to reappoint Mr. Sanjay S Majmudar(DIN: 00091305) being eligible for reappointment and not liable to retire by rotation as an Independent director of the company for second term of five consecutive years.

(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]
187	83884559	97.10

(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]
27	2506184	2.90

(III) **Invalid Votes**

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

(IV) 6 [six] members holding 1349529 equity shares of the Company abstained from voting



Item No. 10 - Special Resolution

Resolution to reappoint Mr. Dileep C. Choksi(DIN: 00016322) being eligible for reappointment and not liable to retire by rotation as an Independent director of the company for second term of five consecutive years.

(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]
203	86255474	99.84

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

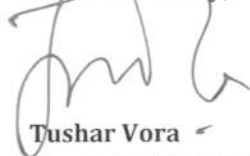
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
11	135269	00.16

(III) **Invalid** Votes

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

(IV) 6 [six] members holding 1349529 equity shares of the Company abstained from voting

Thanking you,
Yours Faithfully,



Tushar Vora
Practising Company Secretary
Scrutinizer
FCS: 3459
COP: 1745



Place : Ahmedabad
Date : 13th August, 2019

**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 29th Annual General Meeting of the members of

AIA Engineering Limited,
115, G V M 11 Estate,
Odhav Roac, Odhav,
Ahmedabad -382410

The 29th Annual General Meeting of the members of AIA Engineering Limited (the Company) held on Monday, the 12th August, 2019 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 29th Annual General Meeting of the Equity Shareholders of AIA Engineering Limited held on Monday, the 12th August, 2019 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. One ballot box kept for polling at the venue of the general meeting was locked in my presence with due identification marks placed by me.
2. After closing of voting by the members present at the meeting, 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 2019 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
22	1118	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)
1	50

Item No. 2 - Ordinary Resolution

Resolution to confirm the Dividend declared on Equity Shares for the Financial Year ended 31st March, 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
22	1118	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)
1	50

Item No. 3 - Ordinary Resolution

Resolution to appoint a Director in place of Mrs. Khushali Samip Solanki (DIN 07008918), who retires by rotation and being eligible, offers herself 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
22	1118	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)
1	50

Item No. 4 - Ordinary 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
20	1112	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
1	1	00

(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)
1	50

(IV) 1 [one] shareholder holding 5 shares abstained from voting.



Item No. 5 - Ordinary Resolution

Resolution to ratify the remuneration of Rs. 4 Lacs to M/s. Kiran J. Mehta & Co. Cost Accountants appointed by the Board of Directors to conduct the Audit of Cost Records pertaining of the Company for the Financial Year ending on 31st March 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
22	1118	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)
1	50

Item No. 6 - Ordinary Resolution

Resolution to approve appointment of Mrs. Janaki Udayan Shah(DIN:00343343) as an Independent director of the company for a term of 5 consecutive years with effect from 12th August,2019

(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]
22	1118	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
1	50

Item No. 7 - 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. 2019-2020.

(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]
22	1118	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
1	50

Item No. 8 - Special Resolution

Resolution to reappoint Mr. Rajendra S Shah(DIN: 00061922) being eligible for reappointment and not liable to retire by rotation as an Independent director of the company for second term of five consecutive years.

(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]
22	1118	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
1	50



Item No. 9 - Special Resolution

Resolution to reappoint Mr. Sanjay S Majmudar(DIN: 00091305) being eligible for reappointment and not liable to retire by rotation as an Independent director of the company for second term of five consecutive years.

(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]
22	1118	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
1	50

Item No. 10 - Special Resolution

Resolution to reappoint Mr. Dileep C. Choksi(DIN: 00016322) being eligible for reappointment and not liable to retire by rotation as an Independent director of the company for second term of five consecutive years.

(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]
22	1118	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.

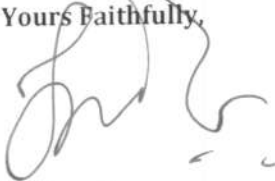
(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	50



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,



Tushar Vora
Practising Company Secretary
Scrutinizer
FCS: 3459, COP: 1745

Place : Ahmedabad
Date : 13th August, 2019