

Report of Scrutinizer

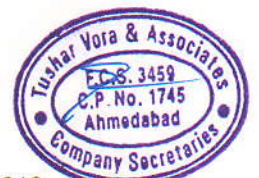
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4)(xii) of Companies (Management and Administration) Rules, 2014]

To,
The Chairman of 28th 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.

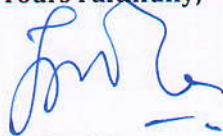
1. I, Tushar Vora appointed as Scrutinizer by
 - i. the Board of Directors of AIA Engineering Ltd. [the Company] for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration] Rules, 2014 as amended vide Notification dated 19th March, 2015 and
 - ii. the Chairman of the 28th 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 28th Annual General Meeting (AGM) of the members of the Company, held on Thursday 09th August, 2018 at 09.00 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 28th 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 9th August, 2018 **on the Poll** on the resolutions contained in the Notice of the AGM.



4. I have also issued separate Scrutinizer's Report dated 9th August, 2018 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	84767233	100	0	0	193551
2	Ordinary Resolution	85175350	100	0	0	193551
3	Ordinary Resolution	83591418	99.39	508838	0.61	193551
4	Ordinary Resolution	29911074	100	0	0	193551
5	Ordinary Resolution	85175350	100	0	0	193551

Thanking you,
Yours Faithfully,




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

Place : Ahmedabad
Date : 9th August, 2018

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 28th 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 28th Annual General Meeting of the Equity Shareholders of the Company to be held on Thursday, the 9th August, 2018 at 09.00 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 28th 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. 2nd August, 2018 were entitled to vote on the resolutions (Items Number 1 to 5 as set out in Notice of 28th AGM of the Company).
 - iii. The e-voting period commenced on Monday, 06th August, 2018 (09.00 A.M.) to Wednesday, 08th August, 2018 (5.00 P.M.). The votes cast were unblocked on 09th August, 2018 in the presence of two witnesses, Mr. Lay Desai and Mr. Alpesh Vekariya who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.


Lay Desai


Alpesh Vekariya



- 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 2018 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]
199	84766415	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
3	193323

- (IV) Seven members holding 408117 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, 2018.

- (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]
206	85174532	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
3	193323

- (IV) No member abstained from voting for this resolution.



Item No. 3 - Ordinary Resolution

Resolution to appoint a Director in place of Mrs. Bhumika Shyamal Shodhan (DIN 02099400), 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]
188	83590600	99.39

(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]
13	508838	00.61

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	193323

(IV) Five members holding 1075094 equity shares of the Company abstained from voting.

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]
197	29910256	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
3	193323

(IV) Nine members holding 55264276 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 of the Company for the Financial Year ending on 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]
206	85174532	100

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

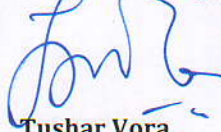
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
Nil	N.A.	N.A.

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	193323

(IV) No member abstained from voting for this resolution.

Thanking you,
Yours Faithfully,



Tushar Vora

Practicing Company Secretary

Scrutinizer

FCS: 3459

COP: 1745



Place : Ahmedabad

Date : 9th August, 2018

**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 28th Annual General Meeting of the members of

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

The 28th Annual General Meeting of the members of AIA Engineering Limited (the Company) held on Thursday, the 09th August, 2018 at 09.00 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 28th Annual General Meeting of the Equity Shareholders of AIA Engineering Limited held on Thursday, the 09th August, 2018 at 09.00 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 2018 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
16	818	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	228

Item No. 2 - Ordinary Resolution

Resolution to confirm the Interim Dividend declared on Equity Shares for the Financial Year ended 31st March, 2018.

(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	818	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	228

Item No. 3 - Ordinary Resolution

Resolution to appoint a Director in place of Mrs. Bhumika Shyamal Shodhan (DIN: 02099400), 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
16	818	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	228

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
16	818	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	228

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 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
16	818	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	228

- 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,




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

Place : Ahmedabad
Date : 9th August, 2018