

[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 27th 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 27th 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 27th Annual General Meeting (AGM) of the members of the Company, held on Monday 14th August, 2017 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 27th 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 16th August, 2017 **on the Poll** on the resolutions contained in the Notice of the AGM.



4. I have also issued separate Scrutinizer's Report dated 16th August, 2017 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	70699357	100	0	0	16343980
2	Ordinary Resolution	71204806	100	0	0	16343980
3	Ordinary Resolution	71204806	100	0	0	16343980
4	Ordinary Resolution	70814418	99.45	390388	0.55	16343980
5	Ordinary Resolution	71204806	100	0	0	16343980
6	Special Resolution	71204803	100	3	0	16343980
7	Ordinary Resolution	13046686	100	0	0	74464510
8	Ordinary Resolution	71204803	100	3	0	16343980
9	Special Resolution	71021095	99.80	140731	0.20	16343980
10	Special Resolution	71204803	100	3	0	16343980

Thanking you,
Yours Faithfully,



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



Place : Ahmedabad
Date : 16th August, 2016

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 27th 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 27th Annual General Meeting of the Equity Shareholders of the Company to be held on Monday, the 14th August, 2017 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 27th 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. 7th August, 2017 were entitled to vote on the resolutions (Items Number 1 to 10 as set out in Notice of 27th AGM of the Company).
 - iii. The e-voting period commenced on Friday, 11th August, 2017 (09.00 A.M.) to Sunday, 13th August, 2017 (5.00 P.M.). The votes cast were unblocked on 14th August, 2017 in the presence of two witnesses, Mr. Lay Desai and Mr. Divyesh Senjaliya who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.


Lay Desai -


Divyesh Senjaliya



- 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 2017 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]
138	70578612	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
55	16343980

- (IV) No members 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, 2017.

- (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]
146	71084061	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
55	16343980

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

Item No. 3 - Ordinary Resolution**Resolution** to declare Final Dividend on Equity Shares for the Financial Year ended 31st March, 2017.(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]
146	71084061	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
55	16343980

(IV) No member abstained from voting for this resolution

Item No. 4 - 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]
142	70693673	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]
4	390388	00.55

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
55	16343980

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



Item No. 5 - Ordinary Resolution

Resolution to appoint M/s. B S R & Co. LLP, Chartered Accountants [ICAI Firm Registration No.101248W/W-100022] as Statutory Auditors of the Company to hold office from the conclusion of 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting and to fix their remuneration.

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
146	71084061	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
55	16343980

(IV) **No members** abstained from voting.

Item No. 6 - Special Resolution

Resolution for the re-appointment of Mr. Yashwant M. Patel [DIN: 02103312] as the Whole-Time Director of the Company for a period of five years and to approve the letter of appointment thereof.

(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]
145	71084058	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	3	0.00

(III) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
55	16343980

(IV) **No members** abstained from voting.



Item No. 7 - 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]
140	12925941	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
56	74464510

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

Item No. 8 - 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 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]
145	71084058	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	3	00

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
55	16343980

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

Item No. 9 - Special Resolution

Resolution to adopt and replace existing set of Articles of the Company with a new set of Article of Association containing regulations in accordance with the provision of the New Act and the Rules made thereof.

(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]
139	70900350	99.80

(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]
6	140731	0.20

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
55	16343980

(IV) 1[one] members holding 42980 equity shares of the Company abstained from voting.

Item No. 10 - Special Resolution

Resolution to maintain Registrar of Members together with the index of Members of the Company at office premises of Registrar and Transfer Agent (RTA) of the Company i.e Link Intime India Private Limited and such other place as the said RTA shifts its office from time to time.

(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]
145	71084058	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	3	00

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
55	16343980

(IV) No member abstained from voting for this resolution

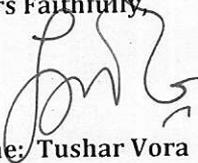
Tushar M. Vora

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

TUSHAR VORA & ASSOCIATES

Company Secretaries

Thanking you,
Yours Faithfully,



Name: Tushar Vora
Practicing Company Secretary
Scrutinizer



FCS: 3459

COP: 1745

Place : Ahmedabad

Date : 16th August, 2017

**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 27th Annual General Meeting of the members of

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

The 27th Annual General Meeting of the members of AIA Engineering Limited (the Company) held on Monday, the 14th August, 2017 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 27th Annual General Meeting of the Equity Shareholders of AIA Engineering Limited held on Monday, the 14th August, 2017 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 2017 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
24	120745	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	5

Item No. 2 - Ordinary Resolution

Resolution to confirm the Interim Dividend declared on Equity Shares for the Financial Year ended 31st March, 2017.

(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
24	120745	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	5

Item No. 3 - Ordinary Resolution

Resolution to declare Final Dividend on Equity Shares for the Financial Year ended 31st March, 2017.

(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
24	120745	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	5

Item No. 4 - 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
24	120745	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	5

Item No. 5 - Ordinary Resolution

Resolution to appoint M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of 27th Annual General Meeting until the conclusion of the 32nd 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
24	120745	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	5

Item No. 6 - Special Resolution

Resolution for the re-appointment of Mr. Yashwant M. Patel [DIN: 02103312] as the Whole-Time Director of the Company for a period of five years and to approve the letter of appointment thereof.

(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
24	120745	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	5

Item No. 7 - 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
24	120745	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	5

Item No. 8 - 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 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
24	120745	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	5

Item No. 9 - Special Resolution

Resolution to adopt and replace existing set of Articles of the Company with a new set of Article of Association containing regulations in accordance with the provision of the New Act and the Rules made thereof.

(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
24	120745	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	5

Item No. 10 - Special Resolution

Resolution to maintain Registrar of Members together with the index of Members of the Company at office premises of Registrar and Transfer Agent (RTA) of the Company i.e Link Intime India Private Limited and such other place as the said RTA shifts its office from time to time.

(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
24	120745	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.

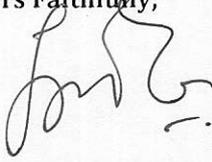


(III) Invalid Votes

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	5

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,



Name: Tushar Vora
Practicing Company Secretary
Scrutinizer
FCS: 3459, COP: 1745
Place : Ahmedabad
Date : 16th August, 2017