

**Report of Scrutinizer**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3)(xi) of Companies (Management and Administration) Rules, 2014]

To,  
**The Chairman of 24<sup>th</sup> Annual General Meeting of the members of**  
AIA Engineering Limited,  
115, G V M M Estate,  
Odhav Road, Odhav,  
Ahmedabad-382410

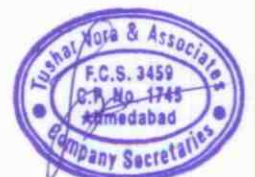
Dear Sir,

**Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (3)(xi) 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 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company to be held on Thursday, the 11<sup>th</sup> September, 2014 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 24<sup>th</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 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. 1<sup>st</sup> August, 2014 were entitled to vote on the resolutions (Items Number 1 to 11 as set out in Notice of 24<sup>th</sup> AGM of the Company).
  - iii. The e-voting period commenced on Thursday, 4<sup>th</sup> September, 2014 (09.00 A.M.) to Saturday, 6<sup>th</sup> September, 2014 (5.00 P.M.). The votes cast were unblocked on 7<sup>th</sup> September, 2014 in the presence of two witnesses, Mr. Alpesh Vekariya and Mr. Milan Alondra who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

  
Alpesh Vekariya

  
Milan Alondra



- 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](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 Audited Balance Sheet as at the year ended 31<sup>st</sup> March 2014 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]
111	78554891	99.9999

- (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	2	0.00

- (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 holding 525000 equity shares abstained from voting.

**Item No. 2 - Ordinary Resolution**

**Resolution** to declare Dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2014.

- (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]
111	79079890	99.9999

- (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	1	0.00

- (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 holding 2 equity shares abstained from voting.

**Item No. 3 - Ordinary Resolution**

**Resolution** to appoint a Director in place of Dr. S. Srikumar [DIN-01025579], who retires by rotation and being eligible, offers himself 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]
81	70833479	89.5720

(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]
32	8246414	10.4280

(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.

**Item No. 4 - Ordinary Resolution**

**Resolution** to appoint M/s. Talati & Talati, Chartered Accountants [ICAI Registration No. 110758W] as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next 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]
108	78463308	99.3353

(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	525000	00.6647

(III) **Invalid** Votes

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

(IV) 4 [four] members holding 91585 equity shares abstained from voting.

**Item No. 5 - Ordinary Resolution**

**Resolution** to appoint Mr. Dileep C. Choksi [DIN-00016322] as an Independent Director to hold office for a period of five consecutive years from 11<sup>th</sup> September 2014 to 10<sup>th</sup> September 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]
111	79079636	99.9999

(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	2	00.00

(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 holding 255 equity shares abstained from voting.

**Item No. 6 - Special Resolution**

**Resolution** to appoint Mr. Sanjay S. Majmudar [DIN-00091305] as an Independent Director to hold office for 2<sup>nd</sup> term of five consecutive years from 11<sup>th</sup> September 2014 to 10<sup>th</sup> September 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]
109	79054316	99.9999

(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	2	00.00

(III) **Invalid** Votes

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

(IV) 3 [three] members holding 25575 equity shares abstained from voting.

**Item No. 7 - Special Resolution**

**Resolution** to appoint Mr. Rajendra S. Shah [DIN-00061922] as an Independent Director to hold office for a period of five consecutive years from 11<sup>th</sup> September 2014 to 10<sup>th</sup> September 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]
104	78588682	99.7268

(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]
5	215322	00.2732

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	5847

(IV) 2 [two] members holding 270042 equity shares abstained from voting.

**Item No. 8 - Special Resolution**

**Resolution** to borrow monies in excess of the aggregate of the paid-up capital of the company and its free reserves - provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained shall not exceed Rs.500 crore during any financial year.

(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]
111	79079881	99.9999

(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	12	00.0000

(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.

**Item No. 9 - Special Resolution**

**Resolution** to pay a sum not exceeding 0.25% per annum of Net Profits of the Company to Directors other than Managing Director or Whole-time Director of the Company or to some or any of them in such amounts or proportions and in such manner as may be decided by the Board of Directors for a period of five years commencing from 1<sup>st</sup> April 2014.

(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]
107	79024069	99.9999

(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	2	00.0000

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	5847

(IV) 3 [three] members holding 49975 equity shares abstained from voting.

**Item No. 10 - Ordinary Resolution**

**Resolution** to ratify the remuneration of Rs.3.50 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 31<sup>st</sup> March 2015.

(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]
111	79079636	99.9999

(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	2	00.0000

(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 holding 255 equity shares abstained from voting.

**Item No. 11- Special Resolution**

**Resolution** to consent for the re-appointment of Powertec Engineering Pvt. Ltd. for holding of Office or Place of Profit under 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]
108	79068469	99.9999

(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]
3	4215	00.0000

(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 holding 7209 equity shares abstained from voting

Thanking you,  
Yours Faithfully,



Name: Tushar Vora  
Practicing Company Secretary  
Scrutinizer



FCS: 3459

COP: 1745

Place : Ahmedabad

Date : 9<sup>th</sup> September, 2014