

GI ENGINEERING SOLUTIONS LIMITED

Regd. Office: 73A, SDF-III, SEEPZ, Andheri (East), Mumbai-400 096

Tel No: 022-44884488, Fax No: 022-28290603

CIN: L40109MH2006PLC163731

Website: www.giesl.com; E-mail ID: investors@giesl.com

September 30, 2020

BSE Limited Corporate Relationship Department P.J. Towers, Dalal Street, Fort, Mumbai - 400 001	National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051
Scrip Code: 533048	Symbol: GISOLUTION

Dear Sir,

Sub: Voting Results of the 14th Annual General Meeting of the Company held on September 28, 2020.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the voting results of the business transacted and set out in the Notice of 14th Annual General Meeting of the Company held on September 28, 2020 in the prescribed format.

All the resolutions contained in the said Notice were passed with requisite majority.

Kindly take the above information on your record

Thanking You,

Yours Faithfully,

For **GI Engineering Solutions Limited**




Astrid Lobo

Company Secretary & Compliance Officer

General information about company	
Scrip code	533048
NSE Symbol	GISOLUTION
MSEI Symbol	NOTLISTED
ISIN	INE065J01016
Name of the company	GI Engineering Solutions Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	28-09-2020
Start time of the meeting	05:00 PM
End time of the meeting	05:11 PM

A. Lobo



Scrutinizer Details	
Name of the Scrutinizer	Mr. Sanam Umbargikar
Firms Name	M/s. DSM & Associates
Qualification	CS
Membership Number	26141
Date of Board Meeting in which appointed	28-08-2020
Date of Issuance of Report to the company	28-09-2020

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Voting results	
Record date	21-09-2020
Total number of shareholders on record date	3643
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	4
b) Public	20
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

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Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Accounts, Report of the Auditors and Directors thereon for FY ended on 31st March 2020				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3395177	3394177	99.9705	3394177	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3395177	3394177	99.9705	3394177	0	100
Public- Institutions	E-Voting	4050	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4050	0	0	0	0	0
Public- Non Institutions	E-Voting	5212651	38784	0.744	38284	500	98.7108	1.2892
	Poll		400	0.0077	400	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5212651	39184	0.7517	38684	500	98.724
Total		8611878	3433361	39.8677	3432861	500	99.9854	0.0146
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mrs. Saroja Malik (DIN:00400421), Director of the Company who retires by rotation and being eligible, seeks re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3395177	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3395177	0	0	0	0	0
Public- Institutions	E-Voting	4050	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4050	0	0	0	0	0
Public- Non Institutions	E-Voting	5212651	38784	0.744	38284	500	98.7108	1.2892
	Poll		400	0.0077	400	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5212651	39184	0.7517	38684	500	98.724
Total		8611878	39184	0.455	38684	500	98.724	1.276
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Manish Patel (DIN : 03051315) as Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3395177	3394177	99.9705	3394177	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3395177	3394177	99.9705	3394177	0	100
Public- Institutions	E-Voting	4050	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4050	0	0	0	0	0
Public- Non Institutions	E-Voting	5212651	38784	0.744	38284	500	98.7108	1.2892
	Poll		400	0.0077	400	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5212651	39184	0.7517	38684	500	98.724
Total		8611878	3433361	39.8677	3432861	500	99.9854	0.0146
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Manish Patel (DIN: 03051315) as Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3395177	3394177	99.9705	3394177	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3395177	3394177	99.9705	3394177	0	100
Public- Institutions	E-Voting	4050	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4050	0	0	0	0	0
Public- Non Institutions	E-Voting	5212651	38784	0.744	38284	500	98.7108	1.2892
	Poll		400	0.0077	400	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5212651	39184	0.7517	38684	500	98.724
Total		8611878	3433361	39.8677	3432861	500	99.9854	0.0146
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

A. Lobo



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

A. Lobo



SCRUTINIZER'S REPORT - COMBINED

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

To,

Mr. Sajid Malik

Managing Director

14th Annual General Meeting of the Equity Shareholders of **GI Engineering Solutions Limited** held on **Monday the 28th September, 2020**, at **5.00 p.m.** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on account of Outbreak of COVID-19 pandemic and in accordance with the relevant circulars issued by Ministry of Corporate Affairs.

Dear Sir,

I, CS Sanam Umbargikar, Partner of M/s. DSM & Associates, Company Secretaries, having been appointed by the Board of Directors of the **GI Engineering Solutions Limited** (the "Company") as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting process carried out at 14th Annual General Meeting pursuant to provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and on scrutiny of the same, I submit my Combined Report on the results of the remote e-voting together with the e-voting at the 14th Annual General Meeting ("AGM").

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under relating to voting through remote e-voting as well as e-voting at the AGM on the resolutions contained in the Notice of the 14th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting and e-voting at the AGM, is conducted in fair and transparent manner and submit consolidated/combined Scrutinizer's Report of the total votes cast "In Favour" or "Against", if any, on the resolutions, to the Chairman, based on the reports generated from the remote e-voting system provided by Central Depository Services (India)



Limited ("CDSL/Service Provider"), the authorised agency to provide remote e-voting and e-voting at the AGM, as engaged by the Company.

Report on Scrutiny

- The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Service provider, for the purpose of extending the facility of Remote e-Voting and e-voting at the AGM to the members of the Company. Bigshare Services Private Limited is Registrar and Share Transfer Agents ("RTA") of the Company
- Company has informed that, on the basis of the Register of Members and List of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of Notice of AGM along with Annual Report of 2019-20 as under :-
 - On 4th September, 2020 by email to all the Members who had registered their email-ids with the Company/RTA;
- The Voting rights were reckoned as on Monday, 21st September, 2020 being the cut-off date for the purpose of deciding the entitlements of members at the Remote E-Voting and voting at the AGM.
- Remote e-Voting process was open from 9.00 a.m. on Friday, 25th September, 2020 till 5.00 p.m. on Sunday, 27th September, 2020 and members were required to cast their votes electronically conveying their assent or dissent in respect of Resolutions, on the Remote e-Voting platform provided by CDSL.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than 21 days before the date of AGM in English in "The Free Press Journal" newspaper dated 5th September, 2020 and in Marathi in "Navshakti" newspaper dated 6th September, 2020.
- At the end of the voting period on 27th September, 2019 at 5.00 p.m., the voting portal of Service Provider was blocked forthwith.
- On completion of AGM, I unblocked the results of remote e-voting and e-voting at the AGM on the CDSL e-voting platform, as prescribed in sub rule 4(xii) of the said rule 20 and downloaded the results.



Combined Results of remote e-Voting and e-voting at the AGM are as under:

(a) Resolution No.1:- Ordinary Resolution -

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors' and Auditors' thereon;

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	41	34,32,461	1	400	42	34,32,861	99.99%
Dissent	1	500	Nil	Nil	1	500	0.01%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	42	34,32,961	1	400	43	34,33,361	100.00%

Accordingly, out of 34,33,361 votes cast (remote e-voting and e-voting at the AGM), 34,32,861 votes were cast ASSENTING to the Ordinary Resolution constituting 99.99% of the total votes cast; 500 vote were cast DISSENTING to the Ordinary Resolution constituting 0.01% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.1 is passed with requisite majority.

(b) Resolution No.2:- Ordinary Resolution -

To appoint Director in place of Mrs. Saroja Malik (DIN: 00400421), who retires by rotation and being eligible, offers herself for re -appointment:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	34	38,284	1	400	35	38,684	98.72%
Dissent	1	500	Nil	Nil	1	500	1.28%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	35	38,784	1	400	36	39,184	100.00%

Accordingly, out of 39,184 votes cast (remote e-voting and e-voting at the AGM), 38,684 votes were cast ASSENTING to the Ordinary Resolution constituting 98.72%% of the total votes cast; 500 vote were cast DISSENTING to the Ordinary Resolution constituting 1.28% of the total votes cast.



Thus, the Ordinary Resolution as contained in Item No.2 is passed with requisite majority.

* Promoters and Promoters groups, being Directors and relatives of Directors, are interested in passing of the resolution and hence their voting is not considered while calculating the same.

(c) Resolution No.3:- Ordinary Resolution-

Appointment of Mr. Manish Patel (Din No.03051315) as Independent Director of the Company:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	41	34,32,461	1	400	42	34,32,861	99.99%
Dissent	1	500	Nil	Nil	1	500	0.01%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	42	34,32,961	1	400	43	34,33,361	100.00%

Accordingly, out of 34,33,361 votes cast (remote e-voting and e-voting at the AGM), 34,32,861 votes were cast ASSENTING to the Ordinary Resolution constituting 99.99% of the total votes cast; 500 vote were cast DISSENTING to the Ordinary Resolution constituting 0.01% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.3 is passed with requisite majority.

(d) Resolution No.4:- Special Resolution-

Appointment of Mr. Manish Patel (Din No.03051315) as Independent Director of the Company:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	41	34,32,461	1	400	42	34,32,861	99.99%
Dissent	1	500	Nil	Nil	1	500	0.01%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	42	34,32,961	1	400	43	34,33,361	100.00%

Accordingly, out of 34,33,361 votes cast (remote e-voting and e-voting at the AGM), 34,32,861 votes were cast ASSENTING to the Special Resolution constituting 99.99% of





DSM & Associates
Company Secretaries

the total votes cast; 500 vote were cast **DISSENTING** to the Special Resolution constituting 0.01% of the total votes cast.

Thus, the Special Resolution as contained in Item No.4 is passed with requisite majority

Yours Faithfully,

For DSM & Associates
Company Secretaries


CS Sanam Umbargikar

Partner

M. No.26141.

CP No.9394.

UDIN: A026141B000788861



Date: 28th September, 2020.

Place: Mumbai.