

GI ENGINEERING SOLUTIONS LIMITED

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

Tel No: 022-28290303, Fax No: 022-28290603

CIN: L40109MH2006PLC163731

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

September 27, 2019

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: Details of Voting Results of the 13th Annual General Meeting of the Company held on September 26, 2019

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the voting results of the business contained in the Notice of 13th Annual General Meeting of the Company held on September 26, 2019 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**


Sajid Malik
Managing Director
(DIN : 00400366)



GI ENGINEERING SOLUTIONS LIMITED

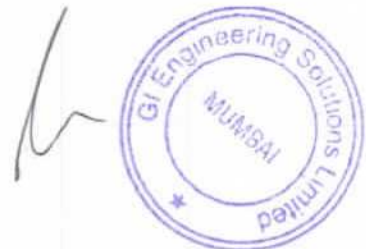
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General information about company	
Scrip code	533048
NSE Symbol	GISOLUTION
MSEI Symbol	
ISIN	INE065J01016
Name of the company	GI Engineering Solutions Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	26-09-2019
Start time of the meeting	3:30 PM
End time of the meeting	3:45 PM



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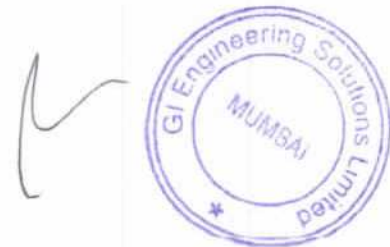
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Voting results	
Record date	19-09-2019
Total number of shareholders on record date	3623
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	4
b) Public	20
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	4



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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 Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss for the year ended on that date and Reports of the Auditors and Directors thereon.						
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	3395177	100.0000	3395177	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3395177	3395177	100.0000	3395177	0	100.0000	0.0000
Public-Institutions	E-Voting	4050	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4050	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	5212651	18355	0.3521	18355	0	100.0000	0.0000
	Poll		3429	0.0658	3429	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5212651	21784	0.4179	21784	0	100.0000	0.0000
Total	Total	8611878	3416961	39.6773	3416961	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



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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 director in place of Mrs. Saroja Malik, (DIN: 00400421) 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	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3395177	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	4050	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4050	0	0.0000	0	0	0.0000
Public-Non Institutions	E-Voting	5212651	18355	0.3521	16349	2006	89.0711	10.9289
	Poll		3429	0.0658	3429	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		5212651	21784	0.4179	19778	2006	90.7914
Total	Total	8611878	21784	0.2530	19778	2006	90.7914	9.2086
Whether resolution is Pass or Not.							Yes	



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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Ganapathy Vishwanathan (DIN: 00400518) 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	3395177	100.0000	3395177	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3395177	3395177	100.0000	3395177	0	100.0000
Public-Institutions	E-Voting	4050	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4050	0	0.0000	0	0	0.0000
Public-Non Institutions	E-Voting	5212651	18355	0.3521	16349	2006	89.0711	10.9289
	Poll		3237	0.0621	3237	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		5212651	21592	0.4142	19586	2006	90.7095
Total	Total	8611878	3416769	39.6751	3414763	2006	99.9413	0.0587
Whether resolution is Pass or Not.							Yes	



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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. Ganesh Acharya (DIN: 00702346) 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	3395177	100.0000	3395177	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3395177	3395177	100.0000	3395177	0	100.0000
Public-Institutions	E-Voting	4050	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4050	0	0.0000	0	0	0.0000
Public-Non Institutions	E-Voting	5212651	18355	0.3521	16349	2006	89.0711	10.9289
	Poll		3429	0.0658	3429	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		5212651	21784	0.4179	19778	2006	90.7914
Total	Total	8611878	3416961	39.6773	3414955	2006	99.9413	0.0587
Whether resolution is Pass or Not.							Yes	



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

13th Annual General Meeting of the Equity Shareholders of **GI Engineering Solutions Limited** held on **Thursday the 26th September, 2019**, at **3.30 p.m.** at **Kohinoor Continental, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059.**

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 e-voting process, poll process carried out at 13th 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 e-voting together with the voting by physical ballot forms at the 13th Annual General Meeting.

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 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 2018-19 as under :-



- On 3rd September, 2019 by email to 2,412 Members, who had registered their email-ids with the Company/RTA;
- On 31st August, 2019 by Courier / Registered post to 1,208 Members, whose email ids are not registered with the Company/RTA;
- The Voting rights were reckoned as on Thursday, 19th September, 2019 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 Monday, 23rd September, 2019 till 5.00 p.m. on Wednesday, 25th September, 2019 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 4th September, 2019 and in Marathi in "Navshakti" newspaper dated 6th September, 2019.
- At the end of the voting period on 25th September, 2019 at 5.00 p.m., the voting portal of Service Provider was blocked forthwith.
- At the venue of the 13th AGM of the Company, held on Thursday, 26th September, 2019, the facility to cast vote physically was provided to those members who were present in the meeting but could not earlier participate in the Remote E-Voting to record their votes.
- On completion of voting at the AGM, CDSL provided us with the list of members who had cast their votes, their holding details and details of votes cast on the resolutions.
- The votes were reconciled with the records maintained by the Company and RTA with respect to authorization / proxies lodged with the Company.
- I unblocked the Remote E-Voting result on the CDSL E-voting platform in the presence of and Ms. Sharvari Umbargikar and Ms. Siddhi Dhuwali, who acted as the witnesses, as prescribed in Sub Rule 4 (xii) of the said Rule 20 and downloaded the remote E-Voting results.



Combined Results of E-Voting and Ballot at the AGM are as under:

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

Adoption of the Audited Standalone financial statements as well as Consolidated financial statements, Report of the Auditors for the financial year ended 31st March, 2019 and the Directors' Report thereon;

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	20	34,13,532	99.8996%
Less: Invalid Electronic votes	Nil	Nil	Nil
Net Valid Electronic Votes (A)	20	34,13,532	99.8996%
Total Poll Forms received	12	3,429	0.1004%
Less: Invalid/ Rejected Poll Forms	Nil	Nil	Nil
Net Valid Poll Forms received (B)	12	3,429	0.1004%
Total Votes - (A+B)	32	34,16,961	100.00%
Assenting	32	34,16,961	100.00%
Dissenting	Nil	Nil	0.00%

Accordingly, out of 34,16,961 votes cast (e-voting and ballot), 34,16,961 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the total votes cast; Nil vote were cast DISSENTING to the Ordinary Resolution constituting 0.00% 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 -

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

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	12	18,355	84.2590%
Less: Invalid Electronic votes	Nil	Nil	Nil
Net Valid Electronic Votes (A)	12	18,355	84.2590%
Total Poll Forms received	12	3,429	15.7410%



Less: Invalid Poll Forms	Nil	Nil	Nil
Net Valid Poll Forms received (B)	12	3,429	15.7410%
Total Votes – (A+B)	24	21,784	100.00%
Assenting	23	19,778	90.7914%
Dissenting	1	2,006	9.2086%

Accordingly, out of 21,784 votes cast (e-voting and ballot), 19,778 votes were cast ASSENTING to the Ordinary Resolution constituting 90.7914% of the total votes cast; 2,006 vote were cast DISSENTING to the Ordinary Resolution constituting 9.2086% 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 their voting is not considered while calculating the same.

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

Special Resolution for re-appointment of Mr. Ganapathy Vishwanathan (DIN: 00400518) as an independent directors of the company:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	20	34,13,532	99.9053%
Less: Invalid Electronic votes	Nil	Nil	Nil
Net Valid Electronic Votes (A)	20	34,13,532	99.9053%
Total Poll Forms received	10	3,237	0.0947%
Less: Invalid/ Rejected Poll Forms	Nil	Nil	Nil
Net Valid Poll Forms received (B)	10	3,237	0.0947%
Total Votes – (A+B)	30	34,16,769	100.00%
Assenting	29	34,14,763	99.9413%
Dissenting	1	2,006	0.0587%

Accordingly, out of 34,16,769 votes cast (e-voting and ballot), 34,14,763 votes were cast ASSENTING to the Special Resolution constituting 99.9413% of the total votes cast; 2,006 vote were cast DISSENTING to the Special Resolution constituting 0.0587% of the total votes cast.

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



* Voting done by Mrs. Sudha Ganapathy, being relatives of Directors and interested in passing of resolution, their voting is not considered while calculating the same.

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

Special Resolution for re-appointment of Mr. Ganesh Acharya (DIN - 00702346) As an Independent director of the Company:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	20	34,13,532	99.8996%
Less: Invalid Electronic votes	Nil	Nil	Nil
Net Valid Electronic Votes (A)	20	34,13,532	99.8996%
Total Poll Forms received	12	3,429	0.1004%
Less: Invalid/ Rejected Poll Forms	Nil	Nil	Nil
Net Valid Poll Forms received (B)	12	3,429	0.1004%
Total Votes - (A+B)	32	34,16,961	100.00%
Assenting	31	34,14,955	99.9413%
Dissenting	1	2,006	0.0587%

Accordingly, out of 34,16,961 votes cast (e-voting and ballot), 34,14,955 votes were cast ASSENTING to the Special Resolution constituting 99.9413% of the total votes cast; 2,006 votes were cast DISSENTING to the Special Resolution constituting 0.0587% 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

CoP No.9394



Date: 27th September, 2019.

Place: Mumbai.