

GI ENGINEERING SOLUTIONS LIMITED

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

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

CIN: L40109MH2006PLC763731

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

Date: 1st October, 2022

<i>Listing Compliance Department</i> BSE Limited, 1st Floor, New Trading Wing, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 533048	<i>Listing Department</i> National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Symbol: GISOLUTION
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Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Proceedings of the 16th Annual General Meeting of the Company.

Dear Sir/Ma'am,

We wish to inform you that the 16th Annual General Meeting of the GI Engineering Solutions Limited was held on Friday, September 30, 2022 through video conferencing and the business mentioned in the Notice dated September 05, 2022 was transacted.

As required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the summary of the proceedings of the 16th Annual General Meeting of the Company.

You are requested to please take this on record and oblige.

Thanking You,

Yours Faithfully,

For **GI Engineering Solutions limited**

Pranjali Joshi

Company Secretary and Compliance Officer

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Gist of proceedings of the 16th Annual General Meeting of the Company

The 16th Annual General Meeting (AGM) of the Members of GI Engineering Solutions Limited ('the company') was held on Friday, September 30, 2022 at 03.30 p.m. (IST) through video conferencing ('VC') and other audio-visual means (OAVM). The meeting was held in compliance with the applicable provisions of the Companies Act, 2013, General Circulars No. 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI).

MEMBER'S PRESENT

37 Members were present in the meeting through video conferencing or other audio-visual means.

DIRECTORS/KMP PRESENT IN THE MEETING

S. No.	Name	Designation	Location of VC
1.	Mr. Vishesh Gupta	Chairman & Director	Delhi
2.	Mr. Amandeep Singh	Independent Director	Delhi
3.	Mrs. Swati Gupta	Independent Director	Delhi
4.	Ms. Pranjali Joshi	Company Secretary & Compliance officer	Mumbai

OTHER REPRESENTATIVES PRESENT IN THE MEETING

S. No.	Name	Designation	Location of VC
1.	M/s Kumar G & Co., Company Secretaries	Scrutinizer	Delhi

The meeting commenced at 03.30 p.m. and concluded at 04.02 p.m.

Ms. Pranjali Joshi, Company Secretary & Compliance Officer of the Company welcomed all present and briefed the Members regarding the arrangements made for the AGM and shared the general instructions regarding participation in the meeting. She informed that the Annual General Meeting is being held through Video Conferencing in accordance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

She further informed that the members were provided with the facility to exercise their right to vote by electronic means, through remote e-voting and e-voting at the AGM in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Members who joined the meeting through VC and who had not cast their vote through remote e-voting were provided the option to vote through e-voting facility made available at the AGM.

She also informed the members that the Register of Members, Directors shareholding, the Register of Contracts in which Directors are interested, as well as any other documents that are mandated to be made available for inspection by the members in accordance with the Act, were available for inspection. Members if interested, in inspecting the same, were requested to send

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an email to registered Email ID of company. She then requested the Chairman and Director Mr. Vishesh Gupta to address the members.

Mr. Vishesh Gupta welcomed and addressed the Members and thereafter as there was requisite quorum present, he called the meeting to order and then Chairman informed about the important changes that took place in the management of the Company since the last AGM. He also briefed about the existing and proposed business activities of the Company. He further summarized the financial position of the Company.

Thereafter Company Secretary informed the Meeting was convened through VC/ OAVM, the following Resolutions were put to vote through remote e-voting/electronic voting only and as such the requirement to propose and second the businesses become not applicable:

S. No.	Details of Resolution	Resolution Type
1.	To consider & adopt the audited financial statements for the financial year ended March 31, 2022, the report of the Auditors' thereon and the report of the Board of Directors.	Ordinary
2.	To consider, approve and ratify the appointment of M/s. A K Bhargav & Co. Chartered Accountants (FRN: 034063N) as Statutory Auditors of the Company.	Ordinary
3.	Appointment of Mr. Vishesh Gupta (DIN: 00255689) as Director of the Company	Ordinary
4.	Appointment of Mr. Suresh Kumar Dhingra (DIN: 03513272) as Director of the company	Ordinary
5.	Appointment of Mr. Suresh Kumar Dhingra (DIN: 03513272) as a Whole-time Director	Special
6.	Appointment of Mrs. Swati Gupta (DIN: 09652245) as a Director of the company	Ordinary
7.	Appointment of Mrs. Swati Gupta (DIN: 09652245) as an Independent Director of the company	Special
8.	Appointment of Mr. Om Prakash Agarwal (DIN: 09553402) as a Director of the company	Ordinary
9.	Appointment of Mr. Om Prakash Agarwal (DIN: 09553402) as an Independent Director of the company	Special
10	Appointment of Mr. Amandeep Singh (DIN: 09727614) as a Director of the company	Ordinary
11	Appointment of Mr. Amandeep Singh (Din: 09727614) as an Independent Director of the company	Special
12	Members Approval for Borrowing under Section 180 (1) (c) of the Companies Act, 2013	Special
13	Members Approval for securing the Borrowings of the Company under section 180(1)(a) of the Companies, Act, 2013	Special
14	Member's approval to make loan and investment exceeding the ceiling prescribed under section 186 of the Companies act, 2013	Special
15	Members approval for giving loan and guarantee or providing security in connection with loan availed by any specified person under section 185 of the Companies, act, 2013	Special
16	Members approval for related party transactions under section	Special

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	188 of the companies act, 2013	
17	To adopt new set of Memorandum of Association of the company	Special
18	Approval to adopt new set of Articles of Association of the company	Special
19	Amendment in object clause of the Memorandum of Association of the company	Special
20	Approval to shift registered office of the company from state of Maharashtra at Mumbai to National Capital Territory of Delhi and consequent amendment in clause ii of the Memorandum of Association of the Company	Special
21	To authorize capital raising through issuance of equity shares or other convertible securities	Special
22	Preferential allotment of upto 3,00,00,000 equity shares to the persons belonging to promoter & promoter group and non-promoter category	Special

Then, Ms. Pranjali Joshi, Company Secretary and Compliance Officer informed that the Company has enabled its members to participate in the AGM through the VC facility provided by National Securities Depository Limited (NSDL) and Company had appointed M/s Kumar G & Co., Company Secretaries, as Independent Scrutinizer to supervise the e-voting process and to provide combined voting results.

The Company Secretary also informed that the Voting Results of remote e-voting and e-voting at the 16th AGM will be submitted to the Stock Exchanges as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report.

Thereafter, Company Secretary took the questions received from the members one by one which were duly answered by Mr. Vishesh Gupta, Director of the Company.

After the Q&A session, the meeting ended with vote of thanks to the Chair. The meeting was concluded at 04:02 P.M. including E-voting window which was open for another 15 minutes. The Scrutinizer's Report was received after conclusion of the Meeting on September 30, 2022. All the Resolutions were declared as passed with the requisite majority.

**This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.*