

# GI ENGINEERING SOLUTIONS LIMITED

Regd. Office: 73-A, SDF-III, SEEPZ, Andheri (East), Mumbai-400 096  
Tel No.: 022-44884488, Fax No: 022-28290603

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September 28, 2012

**BSE Limited**

Department of Corporate Services  
P J Towers, Dalal Street,  
Mumbai-400 001  
Ph: 22721233, Fax: 22723121/ 3719

Dear Sir,

**Sub: Proceedings of the Annual General Meeting of the Company held on  
September 28, 2012**

**Scrip Code: 533048**

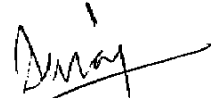
We are enclosing herewith the Proceedings of the Annual General Meeting of the Shareholders of the Company held on September 28, 2012, pursuant to the provisions of Clause 31 (d) of the Listing Agreement.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For GI ENGINEERING SOLUTIONS LIMITED



**DEERAJ NAIR  
COMPANY SECRETARY**



Encl: as above

**PROCEEDINGS OF THE SIXTH ANNUAL GENERAL MEETING OF GI ENGINEERING SOLUTIONS LIMITED HELD AT THE MIRADOR HOTEL, 131 / B, NEW LINK ROAD, OPP. SOLITARE CORPORATE PARK, CHAKALA, ANDHERI (EAST) MUMBAI - 400 099 ON FRIDAY, SEPTEMBER 28, 2012 AT 3.00 P. M.**

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**PRESENT**

- |                               |   |                   |
|-------------------------------|---|-------------------|
| 1. Mr. Sajid Malik            | - | Managing Director |
| 2. Mr. Ganapathy Vishwanathan | - | Director          |
| 3. Mr. Ganesh Acharya         | - | Director          |
| 4. Mr. Deeraj Nair            | - | Company Secretary |

**MEMBERS**

In all Nineteen (19) Members attended the Meeting in person and Six (6) attended by way of proxies. Two (2) Body Corporates, who were represented by their Authorised Representatives attended the meeting.

**CHAIRMAN OF THE MEETING**

Mr. Sajid Malik, Managing Director occupied the Chair.

**WELCOME NOTE**

Mr. Sajid Malik, Chairman welcomed the Shareholders to the 6<sup>th</sup> Annual General Meeting of their Company.

**QUORUM & PROXY**

Mr. Deeraj Nair, Company Secretary informed that the requisite quorum was present and that the Company has received Six (6) valid proxies for 18,91,111 Equity Shares representing 21.96% of the Paid up Equity Share Capital of the Company and 2 (Two) Corporate Representations for 13,83,466 Equity Shares representing 16.06% of the Paid up Equity Share Capital of the Company and that the Register of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956 and the Proxy forms were placed at the table for inspection by any Member of the Company. As per the provisions of Section 230 of the Companies Act, 1956, the Auditors' Report was kept open for inspection by any Member of the Company.

Mr. Deeraj Nair, Company Secretary then requested the Chairman to conduct the Meeting.



### **CHAIRMAN'S SPEECH**

The Chairman introduced the Director and Officer sitting on the Dias. He called the Meeting to order and then delivered his Speech.

The Chairman then requested, Mr. Deeraj Nair, Company Secretary of the Company to read out the Auditors' Report to the Shareholders of the Company, which was duly read by him.

The Chairman then took the business of the Meeting.

#### **Item No. 1**

#### **Adoption of audited Annual Accounts, Reports of the Auditors and Directors thereon**

The Chairman proposed the following resolution for adoption of Annual Accounts of the Company for financial year ended March 31, 2012.

**“RESOLVED THAT** the Audited Balance Sheet and the Statement of Profit and Loss A/c for the Financial Year ended March 31, 2012 together with Cash Flow Statement, schedules and notes and the Directors Report and Report of Auditors thereon be and are hereby received, considered and adopted.”

The Chairman invited queries/comments from the shareholders. Since there were no queries, the Resolution was seconded by a Member. Chairman then put the resolution to vote by show of hands, which was passed unanimously.

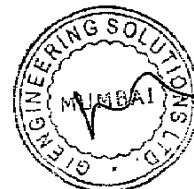
#### **Item No.2**

#### **Re-appointment of Mrs. Saroja Malik as Director of the Company**

Mr. Sajid Malik, Chairman was interested in this item of business being related to Mrs. Saroja Malik and hence vacated from the position of the Chairman with the permission of Members present. He did not participate and vote on the matter. He requested Mr. Ganapathy Vishwanathan to occupy the Chair and subsequently Mr. Ganapathy Vishwanathan occupied the Chair for this item of business and resumed the Meeting.

The following Ordinary resolution was duly proposed and seconded by the Members of the Company.

**“RESOLVED THAT** Mrs. Saroja Malik, Director of the Company who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company.”



The Ordinary resolution was put to vote by a show of hands and it was passed unanimously.

Mr. Ganapathy Vishwanathan vacated the Chair and requested Mr. Sajid Malik to re-occupy the Chair and subsequently, Mr. Sajid Malik occupied the Chair.

### **Item No. 3**

#### **Appointment of M/s Dixit Dattatray & Associates, Chartered Accountants as the Auditors of the Company**

The following Ordinary resolution was duly proposed and seconded by the Members.

“**RESOLVED THAT** pursuant to section 224 of the Companies Act, 1956 M/s. Dixit Dattatray & Associates, Chartered Accountants (ICAI Registration No.102665W), the retiring Auditors of the Company, being eligible for re-appointment, be re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.”

The Ordinary resolution was put to vote by a show of hands and it was passed unanimously.

### **Item No.4**

#### **Re-appointment of Mr. Sajid Malik as Managing Director of the Company**

Mr. Sajid Malik, Chairman was again interested in this item of business and hence vacated from the position of the Chairman with the permission of Members present. He did not participate and vote on the matter. He requested Mr. Ganapathy Vishwanathan to occupy the Chair once again and subsequently Mr. Ganapathy Vishwanathan occupied the Chair for this item of business and resumed the Meeting.

The following Special resolution was duly proposed and seconded by the Members of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309, 316, 317 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or amendments thereto), Schedule XIII to the said Act, the consent of the Company be and is hereby accorded to the appointment of Mr. Sajid Malik as Managing Director of the Company with effect from November 30, 2012 for a term of 5 years on terms and conditions as incorporated in the draft Agreement to be entered into between the Company and Mr. Sajid Malik, a copy whereof is submitted to this Meeting be hereby specifically approved with liberty to the Board of Directors to alter and vary the terms



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and conditions of the said Agreement as may be agreed between the Board of Directors and Mr. Sajid Malik.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do, perform all such acts, deeds, matters and things, as they may deem necessary, proper, expedient in their sole and absolute discretion and take all such necessary steps as may be required in order to give effect to this resolution.”

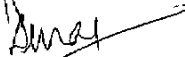
The Ordinary resolution was put to vote by a show of hands and it was passed unanimously.

Mr. Sajid Malik, Chairman was requested to re-occupy the Chair and he occupied the chair.

### **VOTE OF THANKS**

Since there was no item for discussion and consideration, the Meeting ended with a vote of thanks to the Chair. The Chairman, in response, warmly acknowledged the same and thanked the Members present and announced the closure of the Meeting.

For GI ENGINEERING SOLUTIONS LIMITED.



DEERAJ NAIR  
COMPANY SECRETARY