

PROCEEDINGS OF THE SEVENTH ANNUAL GENERAL MEETING OF GI ENGINEERING SOLUTIONS LIMITED HELD AT KOHINOOR CONTINENTAL, ANDHERI KURLA ROAD, ANDHERI (EAST) MUMBAI 400 059, MAHARASHTRA ON FRIDAY, SEPTEMBER 20, 2013 AT 3.00 P.M.

PRESENT

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

MEMBERS

In all Eighteen (18) Members attended the Meeting in person and Three (3) 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.

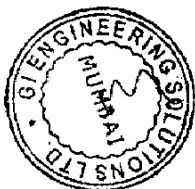
WELCOME NOTE

Mr. Sajid Malik, Chairman welcomed the Shareholders to the 7th 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 Three (3) valid proxies for 1,20,789 Equity Shares representing 1.40% 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 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, 2013.

"RESOLVED THAT the audited Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss for the Financial Year ended March 31, 2013 together with Cash Flow Statement, schedules and notes and Report of the Auditors and Directors thereon be and are hereby received, considered and adopted."

The Chairman invited queries/comments from the shareholders. After having addressed the 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 Mr. Ganesh Acharya as Director of the Company

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

"RESOLVED THAT Mr. Ganesh Acharya, 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



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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.

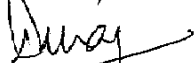
"RESOLVED THAT pursuant to section 224 of the Companies Act, 1956 M/s. Dixit Dattatray & Associates, Chartered Accountants (ICAI Registration No.102665W), the retiring Auditors of the Company, being eligible for re-appointment, be re-appointed as Auditors of the Company, to hold office from the conclusion 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.

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