

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 28, 2018

BSE Limited Corporate Relationship Department P.J. Towers, Dalal Street, Fort, Mumbai - 400 001 Ph : 22721233, Fax : 22723121/3719	National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051 Ph : 26598235, Fax : 26598237/38
Scrip Code: 533048	Symbol: GISOLUTION

Dear Sir,

Sub: Details of Voting Results of the 12th Annual General Meeting of the Company held on September 27, 2018

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 12th Annual General Meeting of the Company held on September 27, 2018 in the prescribed format.

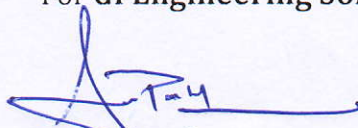
All the resolutions contained in the said Notice were passed with requisite majority.

Kindly take the above information on your record.

Thanking You,

Yours Faithfully,

For **GI Engineering Solutions Limited**



Sunil Patel
Company Secretary &
Compliance Officer



Date of the AGM/EGM	September 27, 2018
Total number of shareholders on record date:	
As on September 20, 2018 being date for determining shareholders entitled to receive Dividend	3619
Cut-off date for ascertaining voting rights of Members i.e. on September 20, 2018	3619
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	16
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not applicable
Public	

Resolution required: (Ordinary) Item No. 1			Consider and Adopt Audited Financial Accounts (Standalone and Consolidated) for the financial year ended March 31, 2018 and the Report of the Auditors and Board of Directors thereon					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	33,95,177	33,90,116	99.85	33,90,116	0	100.00	0.00
	Poll		5,061	0.14	5,061	0	100.00	0.00
	Total		33,95,177	100.00	33,95,177	0	100.00	0.00
Public Institutions	E-Voting	4,050	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	52,12,651	17,193	0.33	2,834	14,359	16.48	0.00
	Poll		35,936	0.69	35,936	0	100.00	0.00
	Total		53,129	1.02	38,770	14,359	72.97	27.03
Total		86,11,878	34,48,306	40.04	34,33,947	14,359	99.58	0.41

Resolution required: (Ordinary) Item No. 2			Re-appointment of Mrs. Saroja Malik, who retires by rotation and being eligible offers herself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	33,95,177	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	E-Voting	4,050	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	52,12,651	17,193	0.33	2,834	14,359	16.48	83.52
	Poll		35,936	0.69	35,936	0	100.00	0.00
	Total		53,129	1.01	38,770	14,359	72.97	27.03
Total		86,11,878	53,129	0.62	38,770	14,359	72.97	27.03

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

Chairman & Managing Director

12th Annual General Meeting of the Equity Shareholders of **GI Engineering Solutions Limited** held on **Thursday the 27th September, 2018**, 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 12th 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 12th 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 2017-18 as under :-



- On 5th September, 2018 by email to 2,316 Members, who had registered their email-ids with the Company/RTA;
- On 1st September, 2018 by Courier / Registered post to 1,303 Members, whose email ids are not registered with the Company/RTA;
- The Voting rights were reckoned as on Thursday, 20th September, 2018 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, 24th September, 2018, till 5.00 p.m. on Wednesday, 26th September, 2018, 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 6th September, 2018 and in Marathi in "Navshakti" newspaper dated 7th September, 2018.
- At the end of the voting period on 26th September, 2018 at 5.00 p.m., the voting portal of Service Provider was blocked forthwith.
- At the venue of the 12th AGM of the Company, held on Thursday, 27th September, 2018, 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 Mr. Akshay Kamath and Ms. Pooja Bakkam, 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 Financial Statements (Standalone and Consolidated) for the financial year ended 31st March, 2018 together with the Directors' Report and Auditor's Report thereon;

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	17	34,07,309	98.81%
Less: Invalid Electronic votes	NIL	NIL	0.00%
Net Valid Electronic Votes (A)	17	34,07,309	98.81%
Total Poll Forms received	13	40,997	1.19%
Less: Invalid/ Rejected Poll Forms	NIL	NIL	0.00%
Net Valid Poll Forms received (B)	13	40,997	1.19%
Total Votes - (A+B)	30	34,48,306	100.00%
Assenting	28	34,33,947	99.58%
Dissenting	2	14,359	0.42%

Accordingly, out of 34,48,306 votes cast (e-voting and ballot), 34,33,947 votes were cast ASSENTING to the Ordinary Resolution constituting 99.58% of the total votes cast; 14,359 votes were cast DISSENTING to the Ordinary Resolution constituting 0.42% 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	10	17,193	32.36%
Less: Invalid Electronic votes	NIL	NIL	0.00%
Net Valid Electronic Votes (A)	10	17,193	32.36%
Total Poll Forms received	11	35,936	67.64%
Less: Invalid Poll Forms	NIL	NIL	0.00%
Net Valid Poll Forms received (B)	11	35,936	67.64%
Total Votes – (A+B)	21	53,129	100.00%
Assenting	19	38,770	72.97%
Dissenting	2	14,359	27.03%

Accordingly, out of 53,129 votes cast (e-voting and ballot), 38,770 votes were cast ASSENTING to the Ordinary Resolution constituting 72.97% of the total votes cast; 14,359 votes were cast DISSENTING to the Ordinary Resolution constituting 27.03% 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 the aforesaid resolution, hence their voting is not considered while calculating the same.*

Yours Faithfully,

For DSM & Associates
Company Secretaries

CS Sanam Umbargikar
Partner

M. No.26141

CoP No.9394



Date: 27th September, 2018.

Place: Mumbai.