

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

**PROCEEDINGS OF THE EIGHTH ANNUAL GENERAL MEETING OF
GI ENGINEERING SOLUTIONS LIMITED HELD AT KOHINOOR
CONTINENTAL, ANDHERI KURLA ROAD, ANDHERI (EAST)
MUMBAI 400 059, MAHARASHTRA ON MONDAY, SEPTEMBER 29,
2014 AT 3.15 P.M.**

PRESENT

1. Mr. Sajid Malik - Chairman & Managing Director
2. Mr. Ganapathy Vishwanathan- Non-Executive Independent Director

MEMBERS

In all 15 Members attended the Meeting in person. One (1) Body Corporate, who were represented by their Authorised Representatives, attended the Meeting.

Mr. Sajid Malik, Managing Director informed that the requisite quorum was present and that the Company has received 6 valid proxies for 3,753 Equity Shares representing 0.04% of the Paid up Equity Share Capital of the Company and 3 (Three) Corporate Representations for 13,86,266 Equity Shares representing 16.09% of the Paid up Equity Share Capital of the Company.

Mr. Sajid Malik, Managing Director of the Company occupied the Chair and welcomed the Members to the 8th Annual General Meeting.

M/s. Dixit Dattatray & Associates., Chartered Accountants, Statutory Auditors of the Company were also present.

The Registers required to be maintained under the Companies Act, 2013 along with proxies and representations received were kept open for inspection for the Members.

The Chairman declared the meeting as validly convened as the requirement of the quorum as per Section 103 of the Companies Act, 2013, was fulfilled.

The Chairman asked Mr. Sunil Dhage, Group Company Secretary, to read out the Auditors' Report to the Shareholders of the Company, on the



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Accounts for the Financial Year ended 31st March, 2014. The Chairman then delivered a brief speech on Company's operations and informed the Members that the Companies Act, 2013 and the Rules made thereunder having come into force w.e.f. April 1, 2014, the proceedings of the Annual General Meeting (AGM) were to be carried out as per revised requirements.

He also appraised the e-voting facility provided to encourage more members to vote.

The Chairman informed in the meeting that pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies(Management and Administration) rules, 2014, the Company had provided for electronic voting (e-voting) to the Members to cast their vote electronically through the Central Depository Services Limited (CDSL) for the approval of the Resolutions being placed at this Meeting and e-voting period began at 9.00 a.m., Tuesday, September 23, 2014 and ended at 5.30 p.m., Thursday, September 25, 2014, in proportion to their shareholding as on the record date of August 22, 2014.

He also informed that Mr. Dattatray B. Dixit, Practising Chartered Accountant, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner, had submitted the report on the electronic voting to the Chairman before the Annual General Meeting.

The Chairman then informed the Members and proxy holders that those who had not voted through electronic means could vote through the poll process on all the resolutions for the Ordinary and Special Businesses as set out in items 1 to 5 of the Notice of the 8th Annual General Meeting.

Before proceeding to Poll, the Chairman requested the Members to ask questions or to give their comments, suggestions, if any, on the Annual Report or in respect of the agenda items of the meeting.

Some shareholders of the Company asked questions on operations of the Company. The Chairman responded to the queries raised by the shareholders.

The Chairman then ordered the poll in respect of all resolutions contained in the notice and requested Mr. Dattatray Dixit, practicing Chartered Accountant appointed as Scrutinizer of the Company to lock and seal the



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empty polling boxes in presence of members. He also requested Members present including Proxies, who had exercised their vote through the e-Voting facility, to abstain from voting.

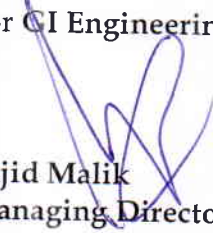
Mr. Dattatray Dixit, practicing Chartered Accountant conducted the poll. Prior to the commencement of polling, Mr. Dattatray B. Dixit, requested display of the empty ballot box to the Members and Proxies present. The ballot box was then locked and sealed in their presence. The Members present including Proxies, who had not exercised their vote through the e-Voting facility, to cast their votes through Ballot Form and deposited the forms into the Ballot Box.

After ensuring that all members and proxies participating in the poll had casted their votes, the scrutinizers closed the poll. The Scrutinizer took the custody of the Ballot Box.

After the votes were cast by the members present, the Chairman ordered Closure of Poll process.

Chairman informed to the members that, the results of the e-voting and poll will be announced on receipt of the Scrutinizer's report and will be placed on the website of the Company and CDSL. The Chairman thanked the members for their participation and announced formal closure of the 8th AGM of the Company.

For GI Engineering Solutions Limited


Sajid Malik
Managing Director



Date: October 21, 2014

Place: Mumbai