

# 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](http://www.giesl.com); E-mail ID: investor@giesl.com

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Date: September 30, 2014

To  
The Manager  
The National Stock Exchange of India Limited  
Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai- 400051.  
Ph: 26598235, Fax: 26598237/38

Scrip Symbol: GISOLUTION

Dear Sir,

**Subject: Disclosure of Voting Results at 8<sup>th</sup> AGM of the Company held on September 29, 2014, as per the requirements of Clause 35A of the Listing Agreement**

This is to inform you that all the items of business contained in the Notice of 8<sup>th</sup> Annual General Meeting of the Company held on September 29, 2014 at 3.15 p.m. at Kohinoor Continental, Andheri Kurla Road, Andheri (East). Mumbai- 400059 have been approved and passed by the Shareholders with requisite majority.

The details of the combined voting results (i.e. result of e-voting together with that of the poll conducted at AGM) are enclosed in the prescribed format.

Further, the Scrutinizer's Report on the combined voting result is also attached herewith.

Thanking You,

Yours Faithfully,

For GI ENGINEERING SOLUTIONS LIMITED

SAJID MALIK  
MANAGING DIRECTOR  
Encl: As above



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|   |                                 |
|---|---------------------------------|
| DATE OF AGM   | September 29, 2014              |
| Total Number of Shareholders on Record Date: <ul style="list-style-type: none"><li>- As on September 20, 2014 being date for determining shareholders entitled to receive Dividend</li><li>- Cut-off date for ascertaining voting rights of Members i.e. on August 22, 2014</li></ul> | <div>3837</div> <div>3835</div> |
| No. of shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none"><li>- Promoter and Promoter Group:</li><li>- Public:</li></ul>  | <div>1</div> <div>14</div>      |
| Number of Shareholders attended the Meeting through Video Conferencing <ul style="list-style-type: none"><li>- Promoter and Promoter Group:</li><li>- Public:</li></ul>   | <div>Not Applicable</div>       |



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## AGENDA-WISE

The Mode of voting for all the resolutions was:

3. E-voting conducted between September 23, 2014 to September 25, 2014
4. Poll conducted at the Meeting.

Given below is the resolution wise combined result of e-voting and Poll.

### Resolution no.1 (Ordinary Resolution)

Consider and adopt Audited Financial Accounts, both on Standalone and Consolidated Basis, for the financial year ended 31st March, 2014, together with Report of the Board of Directors and Auditors thereon.

| Promoter/<br>Public                  | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of votes<br>polled on<br>outstanding<br>shares | No. of<br>votes - in<br>favour | No. of<br>votes-<br>against | % of<br>votes in<br>favour<br>on votes<br>polled | % of<br>votes<br>against<br>on<br>votes<br>polled |
|--------------------------------------|--------------------------|---------------------------|--|--------------------------------|-----------------------------|--|---|
|                                      | (1)                      | (2)                       | (3)=[(2)/(1)]*<br>100                            | (4)                            | (5)                         | (6)=[(4)/(<br>2)*100                             | (7)=[(5)<br>/(2)]*100                             |
| Promoter<br>and<br>Promoter<br>Group | 3395177                  | 3390116                   | 99.85  | 3390116                        | 0                           | 100  | 0   |
| Public-<br>Institution<br>al holders | 4050                     | 0                         | -  | -                              | -                           | -  | -   |
| Public-<br>Others                    | 5212651                  | 9902                      | 0.19   | 9902                           | 0                           | 100  | 0   |
| Total                                | 8611878                  | 3400018                   | 39.48  | 3400018                        | 0                           | 100  | 0   |



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## Resolution no. 2 (Ordinary Resolution)

Appointment of a Director in place of Mrs. Saroja Malik (DIN:00400421), who retires by rotation and being eligible, seeks re-appointment

| Promoter/<br>Public                  | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of votes<br>polled on<br>outstanding<br>shares | No. of<br>votes - in<br>favour | No. of<br>votes-<br>against | % of<br>votes in<br>favour<br>on votes<br>polled | % of<br>votes<br>against<br>on<br>votes<br>polled |
|--------------------------------------|--------------------------|---------------------------|--|--------------------------------|-----------------------------|--|---|
|                                      | (1)                      | (2)                       | (3)=[(2)/(1)]*<br>100                            | (4)                            | (5)                         | (6)=[(4)/(<br>2)*100                             | (7)=[(5)<br>/(2)]*10<br>0                         |
| Promoter<br>and<br>Promoter<br>Group | 3395177                  | 3390116                   | 99.85  | 3390116                        | 0                           | 100  | 0   |
| Public-<br>Institution<br>al holders | 4050                     | 0                         | -  | -                              | -                           | -  | -   |
| Public-<br>Others                    | 5212651                  | 9902                      | 0.19   | 9902                           | 0                           | 100  | 0   |
| Total                                | 8611878                  | 3400018                   | 39.48  | 3400018                        | 0                           | 100  | 0   |

## Resolution no. 3 (Ordinary Resolution)

Re-appointment of M/s. Dixit Dattatray and Associates, Chartered Accountants, Mumbai as Statutory Auditors of the Company

| Promoter/<br>Public                  | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of votes<br>polled on<br>outstanding<br>shares | No. of<br>votes - in<br>favour | No. of<br>votes-<br>against | % of<br>votes in<br>favour<br>on votes<br>polled | % of<br>votes<br>against<br>on<br>votes<br>polled |
|--------------------------------------|--------------------------|---------------------------|--|--------------------------------|-----------------------------|--|---|
|                                      | (1)                      | (2)                       | (3)=[(2)/(1)]*<br>100                            | (4)                            | (5)                         | (6)=[(4)/(<br>2)*100                             | (7)=[(5)<br>/(2)]*10<br>0                         |
| Promoter<br>and<br>Promoter<br>Group | 3395177                  | 3390116                   | 99.85  | 3390116                        | 0                           | 100  | 0   |
| Public-<br>Institution<br>al holders | 4050                     | 0                         | -  | -                              | -                           | -  | -   |
| Public-<br>Others                    | 5212651                  | 9902                      | 0.19   | 9902                           | 0                           | 100  | 0   |
| Total                                | 8611878                  | 3400018                   | 39.48  | 3400018                        | 0                           | 100  | 0   |





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## Resolution no. 4 (Ordinary Resolution)

Appointment of Mr. Ganapathy Vishwanathan (DIN: 00400518) as an Independent Director for a term upto March 31, 2019

| Promoter/<br>Public                  | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of votes<br>polled on<br>outstanding<br>shares | No. of<br>votes - in<br>favour | No. of<br>votes-<br>against | % of<br>votes in<br>favour<br>on votes<br>polled | % of<br>votes<br>against<br>on<br>votes<br>polled |
|--------------------------------------|--------------------------|---------------------------|--|--------------------------------|-----------------------------|--|---|
|                                      | (1)                      | (2)                       | (3)=[(2)/(1)]*<br>100                            | (4)                            | (5)                         | (6)=[(4)/(<br>2)*100                             | (7)=[(5)<br>/(2)]*10<br>0                         |
| Promoter<br>and<br>Promoter<br>Group | 3395177                  | 3390116                   | 99.85  | 3390116                        | 0                           | 100  | 0   |
| Public-<br>Institution<br>al holders | 4050                     | 0                         | -  | -                              | -                           | -  | -   |
| Public-<br>Others                    | 5212651                  | 9902                      | 0.19   | 9902                           | 0                           | 100  | 0   |
| Total                                | 8611878                  | 3400018                   | 39.48  | 3400018                        | 0                           | 100  | 0   |

## Resolution no. 5 (Ordinary Resolution)

Appointment of Mr. Ganesh Acharya (DIN: 00702346) as an Independent Director for a term upto March 31, 2019

| Promoter/<br>Public                  | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of votes<br>polled on<br>outstanding<br>shares | No. of<br>votes - in<br>favour | No. of<br>votes-<br>against | % of<br>votes in<br>favour<br>on votes<br>polled | % of<br>votes<br>against<br>on<br>votes<br>polled |
|--------------------------------------|--------------------------|---------------------------|--|--------------------------------|-----------------------------|--|---|
|                                      | (1)                      | (2)                       | (3)=[(2)/(1)]*<br>100                            | (4)                            | (5)                         | (6)=[(4)/(<br>2)*100                             | (7)=[(5)<br>/(2)]*10<br>0                         |
| Promoter<br>and<br>Promoter<br>Group | 3395177                  | 3390116                   | 99.85  | 3390116                        | 0                           | 100  | 0   |
| Public-<br>Institution<br>al holders | 4050                     | 0                         | -  | -                              | -                           | -  | -   |
| Public-<br>Others                    | 5212651                  | 9902                      | 0.19   | 9902                           | 0                           | 100  | 0   |

