



GEI INDUSTRIAL SYSTEMS LTD

Date: 1st October, 2015

To,

The Secretary,
Bombay Stock Exchange Limited, Mumbai
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai, 400 001

The Secretary,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Sub: Regarding Submission of Scrutinizer Report of Consolidated Results of e-voting and ballot forms voting in respect of resolutions placed in the notice of AGM held on 28th September, 2015.

Dear Sir/Madam,

Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of Companies (Management and Administration) Rules 2014, Consolidated Results of e-voting and Ballot Forms voting in respect of resolutions placed in the notice of Annual General Meeting held on 29th September, 2015 is annexed herewith for your records.

Please accept the same and update your records.

Thanking You,
Yours Sincerely,
For GEI Industrial Systems Ltd.

C E Fernandes
Chairman and Managing Director

ENERGY SYSTEMS & SOLUTIONS

AN ISO-9001-2008 COMPANY

GROWTH THROUGH INNOVATION



AUTHORISED HOLDER OF ASME 'U' STAMP & NATIONAL BOARD 'R' STAMP

26-A, INDUSTRIAL AREA, GOVINDPURA, BHOPAL-462 023 (MADHYA PRADESH) INDIA

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E-mail gei@geiind.com, Website.: www.geiind.com, Gram HOLYCROSS

CIN No L28112MP1993PLC008029

Consolidated Scrutinizer's Report of Scrutinizer on voting through electronic means(remote e-voting)and poll process conducted pursuant to the provisions of Listing Agreement and Section 108 of the Companies Act, 2013 ("the act") read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015

30th September, 2015

To,

The Chairman of 22nd Annual General Meeting of the members of GEI Industrial Systems Limited held on the 28th day of September, 2015 at the registered office of the Company at 26-A Industrial Area, Govindpura, Bhopal, Madhya Pradesh.

Dear Sir,

- I, Neeraj Nagar, Proprietor of M/S Neeraj Nagar & Associates having its registered office at 2nd Floor, Opp Hotel Gulzar, Above SBI, Jabalpur (M.P), had been appointed as Scrutinizer to scrutinize the remote e-voting and to scrutinize physical poll process under the provisions of Listing Agreement and Section 108 & 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Rule 20(4)(xii) as amended by the Companies (Management and Administration) Amendment Rules, 2015 at the 22th Annual General Meeting (AGM) of GEI Industrial Systems Limited held at 26-A Industrial Area, Govindpura, Bhopal, Madhya Pradesh on Monday, 28th September, 2015.
- I, as Scrutinizer, have separately issued Scrutinizer's report dated 30th September, 2015 on electronic voting and Scrutinizers report dated 30th September, 2015 on voting by the shareholders of the Company through Poll at the AGM of the Company held at Bhopal on Monday, 28th September, 2015.
- I am requested by the management to submit a report on the voting by shareholders through remote e-voting and through the poll conducted at the AGM. Accordingly, I am submitting herewith a combined report on the results in respect of each of the resolution.



Second Floor, Opp. State Bank of India,
Opp. Hotel Gulzar, Mahanagar,
Madhya Pradesh, Jabalpur-482001 (M.P.)

Neeraj Nagar & Associates
E-Mail: neerajnagar@gmail.com

Scrutinizer's Report On E-Voting Carried Out For M/s GEI Industrial Systems Ltd.

(Pursuant to section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 including vide the Companies (Management and Administration) Amendment Rules, 2015)

30th September, 2015

To,

The Chairman of 22nd Annual General Meeting of the members of GEI Industrial Systems Limited held on the 28th day of September, 2015 at the registered office of the Company at 26-A Industrial Area, Govindpura, Bhopal, Madhya Pradesh.

Dear Sir,

Re: Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 including vide the Companies (Management and Administration) Amendment Rules, 2015

I, Neeraj Nagar, Proprietor of M/S Neeraj Nagar & Associates having its registered office at 2nd Floor. Opp Hotel Gulzar, Above SBI, Jabalpur (M.P), have been appointed by the Board of Directors of GEI Industrial Systems limited ("the company") as Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e- Voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies(Management and Administration) Rules, 2014 and vide the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolution(s), at the 22nd Annual General Meeting of the equity Shareholders of GEI Industrial Systems Limited held on the 28th day of September, 2015 at the registered office of the Company at 26-A Industrial Area, Govindpura, Bhopal, Madhya Pradesh at 04:00 P.M., We hereby submit our report as under:

- The members of the Company as on the cut-off date i.e. 20th September, 2015 were entitled to vote on the proposed resolutions (Item No. 1 to 4 as set out in the notice of the 22nd AGM of the company.
- The e-voting period commenced on Friday, 25th September, 2015 (9:00 A.M.) and ended on Tuesday, 27th September, 2015 (5:00 P.M.).



- Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 27th September, 2015 at 5:00 P.M., the CDSL portal was blocked for voting.
- The electronic votes cast were unblocked on Monday, 28th September, 2015 around 9:00 P.M., in the presence of two witnesses, Mr. Sagar Himthani (Address: A New 32/2, Near Higher Secondary School, Bairagarh, Bhopal-462030) and Mr. Vishnu Janghela (Address: 502, Saumya Park Land, Avadhपुरी, Bhopal-462021) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



 (Name: Sagar Himthani)



 (Name: Vishnu Janghela)

- Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Securities Limited([://https www.evotingindia.com/](https://www.evotingindia.com/))
- The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number, or client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintain of the list of shares with differential voting rights.
- The result of the e-voting is as under:

Resolution 1- To consider and adopt

The audited financial Statements of the company for the financial year ended March 31, 2015, the report of the Board of Directors and Auditors thereon;

and The audited consolidated financial statement of the company for the financial year ended March 31, 2015.



- Voted in favour of the resolution:

Number of Members Voted through Electronic System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
14	2525002	99.9980%

- (ii) Voted against the resolution:

Number of Members Voted through Electronic/postal ballot voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	50	0.0019%

- Invalid Votes:

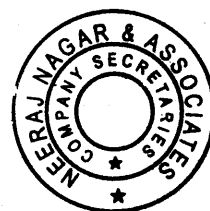
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

b) Resolution 2 –

To appoint a Director in place of Mr. Robinson Fernandez, who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION.

To appoint Mr. Panna Lal Mundhra (DIN - 00706048) as a Whole time Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

- Voted in favour of the resolution:



Number of Members Voted through Electronic System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
14	2525002	99.9980%

(ii) Voted in against of the resolution:

Number of Members Voted through Electronic System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	50	0.0019%

- Invalid Votes:

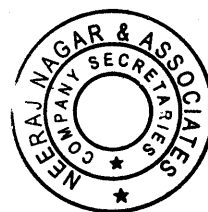
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

c) **Resolution 3** - To ratify the appointment of Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution

- Voted in favour of the resolution:

Number of Members Voted through Electronic System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
13	2524911	99.9944%

(ii) Voted in against of the resolution:



Number of Members Voted through Electronic System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
2	141	0.0059%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

d) **Resolution 4** - To appoint Mr. Shibu Thomas (DIN - 07130731) as an Independent Director and in this regard.

- Voted in favour of the resolution:

Number of Members Voted through Electronic System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
14	2525002	99.9980%

(ii) Voted in against of the resolution:

Number of Members Voted through Electronic System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	50	0.0019%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



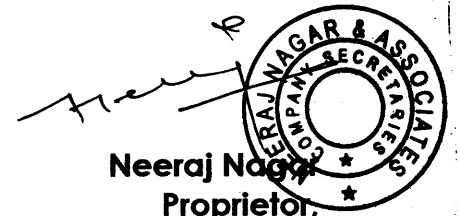
- The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting

Thanking you,

**Place: Bhopal
Dated: 30.09.2015**

Yours Faithfully,

Neeraj Nagar & Associates



**Neeraj Nagar
Proprietor**

**Membership No: 37495
C.P No.: 14051**

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

30th September, 2015

To,

The Chairman of 22nd Annual General Meeting of the members of GEI Industrial Systems Limited held on the 28th day of September, 2015 at the registered office of the Company at 26-A Industrial Area, Govindpura, Bhopal, Madhya Pradesh.

Dear Sir,

Re: Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 including vide the Companies (Management and Administration) Amendment Rules, 2015

I, Neeraj Nagar, Proprietor of M/S Neeraj Nagar & Associates having its registered office at 2nd Floor. Opp Hotel Gulzar, Above SBI, Jabalpur (M.P), have been appointed by the Board of Directors of GEI Industrial Systems limited ("the company") as Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e- Voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies(Management and Administration) Rules, 2014 and vide the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolution(s), at the 22nd Annual General Meeting of the Equity Shareholders of GEI Industrial Systems Limited held on the 28th day of September, 2015 at the registered office of the Company at 26-A Industrial Area, Govindpura, Bhopal, Madhya Pradesh at 04:00 P.M., We hereby submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

Resolution 1- To consider and adopt

The audited financial Statements of the company for the financial year ended March 31, 2015, the report of the Board of Directors and Auditors thereon; and The audited consolidated financial statement of the company for the financial year ended March 31, 2015.

- Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
32	31,47,096	100%

- Voted in against of the resolution:.

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
0	0	0

- Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution 2 - To appoint a Director in place of Mr. Robinson Fernandez, who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION.

To appoint Mr. Panna Lal Mundhra (DIN - 00706048) as a Whole time Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:



- Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
32	31,47,096	100%

- Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
0	0	0

- Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution 3 - To ratify the appointment of Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

- Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
32	31,47,096	100%

- Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast



0	0	0
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• Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

D) **Resolution 4** To appoint Mr. Shibu Thomas (DIN - 07130731) as an Independent Director and in this regard.

• Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
32	31,47,096	100%

(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



6. The poll papers and all other relevant records were sealed and handed over to the person authorized by the Board for safe keeping.

Thanking you,

Place: Bhopal
Dated: 30.09.2015

Yours Faithfully,

Neeraj Nagar & Associates



Neeraj Nagar
Proprietor

Membership No: 37495
C.P No.: 14051