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E-mail : dbdixit@hotmail.com

To
The Chairman,
GI Engineering Solutions Limited
73-A, SDF-III, SEEPZ,
Andheri (E),
Mumbai - 400 096

Dear Sir,

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the e-Voting and voting by assent-dissent forms (Poll/ physical ballot) by your shareholders at the Annual General Meeting of your Company held on Monday, 29th September, 2014.

Please find enclosed, the Report in three parts as listed below:

- Section I : Report of the Scrutinizer on E-Voting
- Section II : Report of Poll / Physical Ballots Results at the AGM in the prescribed format
- Section III : Consolidated Results of E-voting & Poll / Physical Ballots

The Report on E-Voting is based on the data downloaded from the E-voting platform provided by Central Depository Services Limited (CDSL) and the Report on Voting on Poll / Physical Ballots is based on the data provided / authenticated by your Registrar and Share Transfer Agent.

I trust you will find the Report to be comprehensive and self-explanatory in all respects. I will however be happy to answer your queries, if any, on the same and assure you of best services at all times.


Dattatray B. Dixit

DATTATRAY B. DIXIT
CHARTERED ACCOUNTANT

Date: September 29, 2014
Place: Mumbai

SECTION I

REPORT OF THE SCRUTINIZER ON E-VOTING

To,

GI Engineering Solutions Limited,

The Chairman, of the 8th Annual General Meeting of the Equity Shareholders of GI Engineering Solutions Limited held on September 29, 2014 at 3.15 p.m., at Kohinoor Continental, Andheri Kurla Road, Andheri (East), Mumbai - 400 059

Dear Sir,

The Company had appointed me as the scrutinizer for the E-voting process as mentioned under Sub Rule 3(ix) of the Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the Eighth Annual General Meeting to be held on September 29, 2014. I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

The Company appointed Central Depository Services Limited ("CDSL") as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. Bigshare Services Private Limited ("Bigshare") is the Registrar and Share Transfer Agent for the Company. The Service Provider accordingly had provided the system for recording the votes of the shareholders electronically through E-Voting on all the items of the business of the AGM Notice dated August 13, 2014. The Service Provider had set up E-Voting facility on their website www.evotingindia.com.

The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was August 22, 2014. As prescribed in the Rules, the E-voting facility was kept open for three days from 9.00 A.M. on September 23, 2014 to 5.30 P.M. on September 25, 2014.

As prescribed in Sub rule 3(v) of the Rule 20, the Company also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in English in The Free Press Journal (Mumbai edition) dated September 08, 2014 and in Marathi in Navshakti (Mumbai edition) dated September 10, 2014. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v)(a) to (g) of the said Rule 20.



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At the end of the voting period on September 25, 2014, the voting portal of the Service Provider was blocked forthwith. On September 29, 2014, the votes cast through E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Ashwini Pandit and Ms. Nikita Phanasgaonkar, who acted as the witnesses, as prescribed in Sub Rule 3(xi) of the Rule 20.

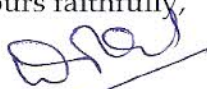
As a scrutinizer, the report of the E-voting carried out by the shareholders was duly compiled and the details of the results for the exercise so conducted is as follows:

Item No.	For	%	Against	%	Abstained / Invalid	%
1	3393143	39.40	0	0.00	0	0.00
2	3393143	39.40	0	0.00	0	0.00
3	3393143	39.40	0	0.00	0	0.00
4	3393143	39.40	0	0.00	0	0.00
5	3393143	39.40	0	0.00	0	0.00

I hereby confirm that I am maintaining the Register electronically, in respect of the votes cast through E-Voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or to such person as may be authorised by the Chairman on consideration, approval and signing of the minutes of the relevant AGM.

Thanking you,

Yours faithfully,


Dattatray B. Dixit
Membership No. 40032

DATTATRAY B. DIXIT
CHARTERED ACCOUNTANT

Witness 1


Name: Ashwini Pandit

Witness 2


Name: Nikita Phanasgaonkar

SECTION II

REPORT OF POLL RESULTS AT THE AGM IN THE PRESCRIBED FORMAT

Form No. MGT-13
Report of Scrutinizer

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

To,
The Chairman,
GI Engineering Solutions Limited,
73-A, SDF-III, SEEPZ,
Andheri (East),
Mumbai-400096.

8th Annual General Meeting of the Equity Shareholders of GI Engineering Solutions Limited held on Monday, September 29, 2014 at 3.15 P.M. At Kohinoor Continental, Andheri Kurla Road, Andheri (East), Mumbai-400059.

Dear Sir,

I, Mr. Dattatray B. Dixit, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 8th Annual General Meeting of the Equity Shareholders of GI Engineering Solutions Limited, held on Monday, September 29, 2014 at 3.15 P.M. at Kohinoor Continental, Andheri Kurla Road, Andheri (East), Mumbai-400 059, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was 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. I did not find any poll papers invalid


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CHARTERED ACCOUNTANT

4. The result of the Poll is as under:

a) **Resolution No. 1 - Adoption of Accounts, both on Standalone and Consolidated basis, Report of the Auditors and Directors thereon**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	6875	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% 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

b) **Resolution No. 2 - Appointment of a director in place of Mrs. Saroja Malik, who retires by rotation and being eligible seeks re-appointment**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	6875	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% 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

c) **Resolution No. 3 - Re-appointment of M/s Dixit Dattatray & Associates, Chartered Accountants, Mumbai as Statutory Auditors of the Company**

i. **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	6875	100%

ii. **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% 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

d) **Resolution No. 4 - Appointment of Mr. Ganapathy Vishwanathan as an Independent Director**

i. **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	6875	100%

ii. **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% 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


DATTATRAY B. DIXIT
 CHARTERED ACCOUNTANT

e) **Resolution No. 5 - Appointment of Mr. Ganesh Acharya as an Independent Director**

i. **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	6875	100%

ii. **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% 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 Director authorised by the Board for safe keeping.

Thanking you,

Place:

Dated: 29/9/14

Yours faithfully,



Dattatray B. Dixit
Membership No. 40032

DATTATRAY B. DIXIT
CHARTERED ACCOUNTANT

SECTION III

**CONSOLIDATED RESULTS OF E-VOTING
AND POLL**

To
The Chairman,
GI Engineering Solutions Limited,
 73-A, SDF-III, SEEPZ,
 Andheri (East),
 Mumbai-400096.

Sub: Passing of Resolution through electronic voting and Poll at the 8th Annual General Meeting of GI Engineering Solutions Limited held at Kohinoor Continental, Andheri Kurla Road, Andheri (East), Mumbai-400059 on Monday, September 29, 2014 at 3.15 P.M.

The Company had appointed me as a Scrutinizer to scrutinize the e-voting process together with voting through Poll at the 8th AGM of the Company held on September 29, 2014.

The results of the E-voting, together with the votes cast through Poll are as under:

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/ Public	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)]*10 0
Promoter and Promoter Group	3395177	3390116	99.85	3390116	0	100	0
Public- Institution al holders	4050	0	-	-	-	-	-
Public- Others	5212651	9902	0.19	9902	0	100	0
Total	8611878	3400018	39.48	3400018	0	100	0


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 CHARTERED ACCOUNTANT
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Resolution no. 2 (Ordinary Resolution)

Re-appointment of Mrs.Saroja Malik(DIN:00400421), who retires by rotation and being eligible offers herself for re-appointment

Promoter/ Public	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)]*10 0
Promoter and Promoter Group	3395177	3390116	99.85	3390116	0	100	0
Public- Institution al holders	4050	0	-	-	-	-	-
Public- 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 & Associates, Chartered Accountants, Mumbai as the Statutory Auditors of the Company

Promoter/ Public	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)]*10 0
Promoter and Promoter Group	3395177	3390116	99.85	3390116	0	100	0
Public- Institution al holders	4050	0	-	-	-	-	-
Public- Others	5212651	9902	0.19	9902	0	100	0
Total	8611878	3400018	39.48	3400018	0	100	0


DATTATRAY B. DIXIT
CHARTERED ACCOUNTANT

Resolution no. 4 (Ordinary Resolution)

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

Promoter/ Public	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)]*10 0
Promoter and Promoter Group	3395177	3390116	99.85	3390116	0	100	0
Public- Institution al holders	4050	0	-	-	-	-	-
Public- 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 Independent Director to hold office for a term upto March 31, 2019

Promoter/ Public	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)]*10 0
Promoter and Promoter Group	3395177	3390116	99.85	3390116	0	100	0
Public- Institution al holders	4050	0	-	-	-	-	-
Public- Others	5212651	9902	0.19	9902	0	100	0
Total	8611878	3400018	39.48	3400018	0	100	0



OATTATRAY B. DIXIT
CHARTERED ACCOUNTANT

All the Resolutions stands passed with the requisite majority.

I hereby confirm that I am maintaining the Registers in respect of votes cast by the shareholders as required. I shall be arranging to hand over these records to the Chairman of the Company or to such person as may be authorised by the Chairman on consideration, approval and signing of the minutes of the relevant AGM.

Thanking you,

Yours faithfully,


Dattatray B. Dixit
Membership No. 40032

DATTATRAY B. DIXIT
CHARTERED ACCOUNTANT