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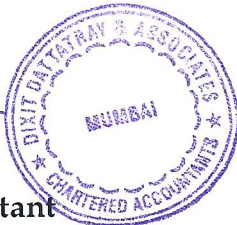
To
The Chairman,
GI Engineering Solutions Limited
73-A, SDF-III, SEEPZ,
Andheri (E),
Mumbai - 400 096

Dear Sir,

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the remote e-Voting and voting by assent-dissent forms (Poll/ physical ballot) by shareholders at the Annual General Meeting of your Company held on Tuesday, September 29, 2015.

Please find enclosed, the Report on remote E-Voting, facility of voting through Ballot in case of shareholders not having access to remote e-voting and Poll conducted at the venue of AGM. The report on Remote E-Voting is based on the data downloaded from the Remote 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
Chartered Accountant
Membership No. 40032

Date: September 30, 2015
Place: Mumbai

SECTION I

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 Companies
(Management and Administration) Rules, 2014 as amended]

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

9th Annual General Meeting of the Equity Shareholders of GI Engineering Solutions Limited held on Tuesday, September 29, 2015 at 3.00 P.M. at The Mirador Hotel, New Link Road, Opp. Solitaire Corporate Park, Chakala, Andheri (East), Mumbai - 400 099.

Dear Sir,

I, Mr. Dattatray B. Dixit, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 9th Annual General Meeting of the Equity Shareholders of GI Engineering Solutions Limited, held on Tuesday, September 29, 2015 at 3.00 P.M. at The Mirador Hotel, New Link Road, Opp. Solitaire Corporate Park, Chakala, Andheri (East), Mumbai - 400099, 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 lodged with the Company.
3. I did not find any poll papers invalid.



4. The result of the Poll is as under:

a) Resolution No. 1 - Adoption of Accounts, 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
17	13,87,765	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
17	13,87,765	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 - Ratification of 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
17	13,87,765	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 Company Secretary / Director authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,



Dattatray B. Dixit,
Chartered Accountant
Membership No. 40032



Place: Mumbai

Dated: September 30, 2015

SECTION II

CONSOLIDATED RESULTS OF REMOTE E-VOTING, BALLOT AND POLL AT AGM

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

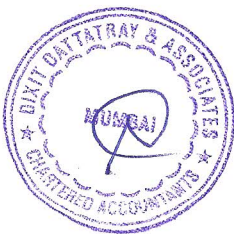
Sub: Passing of Resolution(s) through electronic voting and physical voting at the 9th Annual General Meeting of GI Engineering Solutions Limited held at The Mirador Hotel, New Link Road, Opp. Solitaire Corporate Park, Chakala, Andheri (East), Mumbai - 400099 on Tuesday, September 29, 2015 at 3.00 P.M.

The Company had appointed me as the scrutinizer for the Remote E-voting process as mentioned under Sub Rule 4(ix) of the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 in respect of the Ninth Annual General Meeting held on September 29, 2015. 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 remote 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 remote E-Voting on all the items of the business of the AGM Notice dated August 14, 2015. The Service Provider had set up Remote 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 September 22, 2015. As prescribed in the Rules, the remote E-voting facility was kept open for four days from 9.00 A.M. on September 25, 2015 to 5.00 P.M. on September 28, 2015.

As prescribed in Sub rule 4(v) of the Rule 20, the Company also released an advertisement, which was published more than 21 days in advance of the date of AGM in English in The Free Press Journal (Mumbai edition) dated September 07,



2015 and in Marathi in Navshakti (Mumbai edition) dated September 07, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v)(a) to (h) of the said Rule 20.

At the end of the voting period on September 28, 2015, the voting portal of the Service Provider was blocked forthwith.

At the venue of the AGM of the Company held on September 29, 2015, the facility to vote through Ballot Paper was provided to facilitate those members present at the meeting but could not participate in Remote E-voting to record their votes.

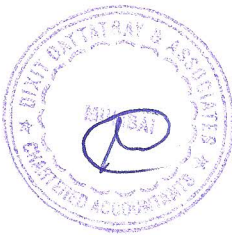
The votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Pratik Yelave and Ms. Nikita Phanasgaonkar, who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

At the AGM venue, one ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and the ballot papers were diligently scrutinized. The ballot papers/ forms were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations if any, lodged with the Company.

Thereafter, I as a Scrutinizer compiled the details of voting done at the venue of the AGM by way of Ballot Paper together with, the Remote E-Voting carried out by the Members, the details of which are as follows:

Resolution no.1 (Ordinary Resolution)

Consider and adopt Audited Financial Accounts for the financial year ended 31st March, 2015, 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 total votes	% of votes against on total votes
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of voting: (Remote E-voting)							
Promoter and Promoter Group	33,95,177	20,11,011	59.23	20,11,011	0	100	0
Public-Institutional holders	4,050	-	-	-	-	-	-
Public- Others	52,12,651	13,066	0.25	13,066	0	100	0
Total	86,11,878	20,24,077	23.50	20,24,077	0	100	0
Mode of voting: (through Ballot Form)							
Promoter and Promoter Group	33,95,177	-	-	-	-	-	-
Public-Institutional holders	4,050	-	-	-	-	-	-
Public- Others	52,12,651	-	-	-	-	-	-
Total	86,11,878	-	-	-	-	-	-
Mode of voting: (Poll at venue of AGM)							
Promoter and Promoter Group	33,95,177	13,83,466	40.75	13,83,466	0	100	0
Public-Institutional holders	4,050	-	-	-	-	-	-
Public- Others	52,12,651	4,299	0.08	4,299	0	100	0
Total	86,11,878	13,87,765	16.11	13,87,765	0	100	0
Mode of voting: (CONSOLIDATED)							
Promoter and Promoter Group	33,95,177	33,94,477	99.98	33,94,477	0	100	0
Public-Institutional holders	4,050	-	-	-	-	-	-
Public- Others	52,12,651	17,365	0.33	17,365	0	100	0
Total	86,11,878	34,11,842	39.62	34,11,842	0	100	0



Resolution no. 2 (Ordinary Resolution)

Appointment of a director in place of Mrs. Saroja Malik, who retires by rotation and being eligible, seeks 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 total votes	% of votes against on total votes
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of voting: (Remote E-voting)							
Promoter and Promoter Group	33,95,177	20,11,011	59.23	20,11,011	0	100	0
Public-Institutional holders	4,050	-	-	-	-	-	-
Public- Others	52,12,651	13,066	0.25	13,066	0	100	0
Total	86,11,878	20,24,077	23.50	20,24,077	0	100	0
Mode of voting: (through Ballot Form)							
Promoter and Promoter Group	33,95,177	-	-	-	-	-	-
Public-Institutional holders	4,050	-	-	-	-	-	-
Public- Others	52,12,651	-	-	-	-	-	-
Total	86,11,878	-	-	-	-	-	-
Mode of voting: (Poll at venue of AGM)							
Promoter and Promoter Group	33,95,177	13,83,466	40.75	13,83,466	0	100	0
Public-Institutional holders	4,050	-	-	-	-	-	-
Public- Others	52,12,651	4,299	0.08	4,299	0	100	0
Total	86,11,878	13,87,765	16.11	13,87,765	0	100	0
Mode of voting: (CONSOLIDATED)							
Promoter and	33,95,177	33,94,477	99.98	33,94,477	0	100	0



Promoter Group							
Public-Institutional holders	4,050	-	-	-	-	-	-
Public- Others	52,12,651	17,365	0.33	17,365	0	100	0
Total	86,11,878	34,11,842	39.62	34,11,842	0	100	0

Resolution no. 3 (Ordinary Resolution)

Ratification of appointment of M/s. Dixit Dattatray & Associates, Chartered Accountants, Mumbai as 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 total votes	% of votes against on total votes
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of voting: (Remote E-voting)							
Promoter and Promoter Group	33,95,177	20,11,011	59.23	20,11,011	0	100	0
Public-Institutional holders	4,050	-	-	-	-	-	-
Public- Others	52,12,651	13,066	0.25	13,066	0	100	0
Total	86,11,878	20,24,077	23.50	20,24,077	0	100	0
Mode of voting: (through Ballot Form)							
Promoter and Promoter Group	33,95,177	-	-	-	-	-	-
Public-Institutional holders	4,050	-	-	-	-	-	-
Public- Others	52,12,651	-	-	-	-	-	-
Total	86,11,878	-	-	-	-	-	-
Mode of voting: (Poll at venue of AGM)							
Promoter and Promoter Group	33,95,177	13,83,466	40.75	13,83,466	0	100	0



Public-Institutional holders	4,050	-	-	-	-	-	-
Public- Others	52,12,651	4,299	0.08	4,299	0	100	0
Total	86,11,878	13,87,765	16.11	13,87,765	0	100	0
Mode of voting: (CONSOLIDATED)							
Promoter and Promoter Group	33,95,177	33,94,477	99.98	33,94,477	0	100	0
Public-Institutional holders	4,050	-	-	-	-	-	-
Public- Others	52,12,651	17,365	0.33	17,365	0	100	0
Total	86,11,878	34,11,842	39.62	34,11,842	0	100	0

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
Chartered Accountant
Membership No. 40032



Witness 1



Name: Pratik Yelave

Witness 2



Name: Nikita Phanasgaonkar