

## NOTICE

Notice is hereby given that the Tenth Annual General Meeting of the members of GI Engineering Solutions Limited will be held on Friday, September 30, 2016 at 3.00 p.m. at Kohinoor Continental, Andheri - Kurla Road, Andheri (East), Mumbai-400 059, Maharashtra to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of Accounts and Auditors and Directors Report thereon:

To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2016 and the Statement of Profit and Loss Account for the year ended on that date, both on Standalone and Consolidated basis together with the Reports of the Auditors and Directors thereon.

#### 2. Re-appointment of Directors retiring by rotation:

To appoint a director in place of Mrs. Saroja Malik, who retires by rotation and being eligible, offers herself for re-appointment.

#### 3. Appointment of Statutory Auditors:

To ratify the appointment of Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee of the Board of Directors, the Company hereby ratifies the appointment of M/s. Dixit Dattatray & Associates, Chartered Accountants (ICAI Registration No.102665W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting(AGM) till the conclusion of the Eleventh Annual General Meeting (AGM) of the Company on such remuneration as may be agreed between the auditors and the Board of Directors of the Company."

### SPECIAL BUSINESS:

#### 4. Determination of Fees for Delivery of Any Document Through a Particular Mode:

To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and if through fit, to pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to charge from member in advance, a sum equivalent to the estimated actual expenses of delivery of the document through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take all acts take all such necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors  
For GI ENGINEERING SOLUTIONS LIMITED

**SAJID MALIK**  
MANAGING DIRECTOR  
(DIN: 00400366)

#### Registered Office:

73A, SDF-III, SEEPZ,  
Andheri (E),  
Mumbai - 400 096

Place: Mumbai

Dated: August 13, 2016

# GI ENGINEERING SOLUTIONS LIMITED

## NOTES:

**The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The instrument appointing a proxy, duly completed, must be deposited with the Company at its Registered Office not less than 48 hours before the time of commencement of the Meeting. A proxy form is enclosed herewith.
4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting along with their copy of Annual Report.
6. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting.
7. The Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.  
  
The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from September 23, 2016 to September 30, 2016 (both days inclusive) for the purpose of Annual General Meeting.
9. The members are requested to:
  - a) Intimate changes in their registered address, if any, to the Registrars, in respect of their holdings in physical form.
  - b) Notify immediately, any change in their registered address or Bank mandate, to their Depository Participants and not to the Company or Registrars, in respect of their holdings in electronic form.
10. Non-Resident Indian Shareholders are requested to inform the Company immediately:
  - a) Any change in residential status on return to India for permanent settlement
  - b) The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
11. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making nominations may procure the prescribed Form SH-13 from the Registrar and Transfer Agent of the Company. Members holding shares in

electronic form may contact their respective depository participants for availing the said facility.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
13. Disclosure pursuant to Regulation 36(3) of SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting is provided in the Report on Corporate Governance forming part of Annual Report.
14. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your E-mail Address with your Depository Participant to enable us to communicate with you via E-mail.
15. Copies of the Annual Report 2015-16 are being sent by electronic mode only to all the members whose E-mail Addresses are registered with the Company / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their E-mail Addresses, physical copies of the Annual Report 2015-16 are being sent by the permitted mode.
16. Members may also note that the Notice of the Tenth Annual General Meeting and the Annual Report 2015-16 will be available on the Company's website [www.giesl.com](http://www.giesl.com). The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in

physical form in addition to e-communication, or have any other queries, may write to us at [investors@giesl.com](mailto:investors@giesl.com).

17. Members desiring any information relating to Annual Accounts of the Company for the year ended March 31, 2016 are requested to write to the Company atleast 5 days before the date of Annual General Meeting, so as to enable the management to keep information ready.

## 18. VOTING THROUGH ELECTRONIC MEANS

Pursuant to provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and clause 35B of the Listing Agreement, the Company is pleased to provide to its members, the facility to exercise their right to vote at the Annual General Meeting (AGM) by Remote e-voting i.e. the facility of casting votes by a member using an electronic voting system from a place other than venue of the annual general meeting. Remote e-voting facility will be provided by Central Depository Services Limited (CDSL).

The instructions for e-voting are as under:

- A. The shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date viz. Friday, September 23, 2016 may cast their vote electronically.
- B. A shareholder can opt for only one mode of voting i.e. remote e-voting or voting through ballot or voting at venue of AGM. In case a shareholder votes through remote e-voting as well as sends his/ her vote through ballot form, the vote cast through remote e-voting shall be considered and the voting through physical ballot shall not be considered by the scrutinizer.
- C. The shareholders who have cast their votes either

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through remote e-voting or ballot shall be entitled to attend the meeting, however, shall not be allowed to cast their vote again at the venue of the annual general meeting.

- D. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- E. The Company has appointed Mr. Dattatray B. Dixit, Practicing Chartered Accountant, as the scrutinizer for conducting the e-voting process in a fair and transparent manner.
- F. The scrutinizer will submit his final and consolidated report to the Chairman within three days after the conclusion of annual general meeting.
- G. The results of annual general meeting shall be declared by the Chairman or his authorized representative or anyone Director of the Company on/ or after annual general meeting within the prescribed time limits.
- H. The result of voting will also be placed at the website of the Company viz. [www.giesl.com](http://www.giesl.com) and also on [www.cdslindia.com](http://www.cdslindia.com).
- I. The scrutinizer's decision on the validity of e-voting will be final.

## Instructions for Remote E-Voting

- A. In case of members receiving e-mail:
  - i. If you are holding shares in demat form and have earlier logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote for Electronic Voting Sequence Number (EVSN) of any Company, then your existing login id and password are to be used.
  - ii. If you have forgotten the password then enter the User ID and Captcha Code. Then, click on forgot password & enter the details as prompted by the system.

Procedure for shareholders casting their vote electronically for the first time:

- a. To initiate the voting process, log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b. Click on "Shareholders" tab to cast your votes.
- c. Thereafter, select the relevant Electronic Voting Sequence Number (EVSN) alongwith "Company Name" from the drop down menu and click on "SUBMIT" for voting.
- d. Now, fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID  For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
Dividend Bank Details OR Date of Birth (DOB)	Enter your bank details or Date of Birth in dd/mm/yyyy format as recorded with your depository participant in case of electronic shares or with the company in respect of physical shares in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned	

\* Members who have not updated their PAN with the Company/ Depository Participant are requested to use first two characters of the first name and remaining eight digits from the sequence number. If the sequence number is less than eight digit the remaining digits should be padded with the relevant number of zero (0) from the left. Eg. If your name is Suresh Kumar with sequence number 1 then enter SU00000001 in the PAN field.

CDSL users can enter any one of the details viz. dividend bank details or date of birth, in order to login; however, NSDL users mandatorily have to mention their bank account number in order to login. In case bank details are not recorded with the depository, please enter the number of shares held by you as on the cut-off date viz. Friday, September 23, 2016 in the Dividend Bank details field.

- i. After entering these details appropriately, click on "SUBMIT" tab.
- ii. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- iv. Now select the relevant Electronic Voting Sequence Number (EVSN) alongwith "Company Name" on which

you choose to vote.

- v. On the voting page, you will see "Resolution Description" and against the same the option "YES/ NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the resolution and option "NO" implies that you dissent to the resolution.
- vi. Click on the "Resolutions File Link" if you wish to view the entire resolutions.
- vii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- ix. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- x. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

## **B. ADDITIONAL INSTRUCTIONS FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- a. Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.co.in](http://www.evotingindia.co.in) and register themselves as Corporates.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- C. The voting period begins at 9.00 a.m., on Tuesday, September 27, 2016 and ends on 5.00 p.m., Thursday, September 29, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- D. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under "Help" section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

## E. INSTRUCTIONS FOR VOTING THROUGH BALLOT

The Company is providing the facility of ballot form to those shareholders, who do not have access to remote voting in respect of the resolutions as set out in this notice. The ballot form with instructions is enclosed along with the Annual Report. The last date for receiving the ballot form will be September 29, 2016 on or before 5.00 p.m. Ballot forms received after this date shall not be considered.

A shareholder may download duplicate ballot form from the website of the Company forming part of Annual Report.

Detailed instructions for voting are provided in the ballot form.

The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM.

A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

- F. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under "Help" section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

By Order of the Board of Directors  
For **GI ENGINEERING SOLUTIONS LIMITED**  
**SAJID MALIK**  
**MANAGING DIRECTOR**  
**(DIN: 00400366)**

Registered Office:  
73A, SDF-III, SEEPZ,  
Andheri (E),  
Mumbai - 400 096

Place: Mumbai  
Dated: August 13, 2016

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore the actual expenses proposed to be borne by the Company for such dispatch will be paid in advance by the member to the Company.

The Board recommends the Resolution at item No. 4 for the approval of the Shareholders.

No Director of the Company or their relatives is in anyway interested in the proposed Resolution.

By Order of the Board of Directors  
For **GI ENGINEERING SOLUTIONS LIMITED**  
**SAJID MALIK**  
**MANAGING DIRECTOR**  
**(DIN: 00400366)**

Registered Office:  
73A, SDF-III, SEEPZ,  
Andheri (E),  
Mumbai - 400 096

Place: Mumbai  
Dated: August 13, 2016

# GI ENGINEERING SOLUTIONS LIMITED

## DETAILS PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

Brief Resume of Director seeking re-appointment:

Abbreviated resumes of the Director of the Company seeking re-appointment

<b>Name of Director</b>	<b>Mrs. Saroja Malik</b>
Nature of Resolution	Re-appointment as Director
Date of Birth	September 28, 1937
Director Identification Number	00400421
Qualifications	B.Com, LLB
Experience in specific functional areas	Mrs. Saroja Malik has in-depth experience in Legal Compliance, Income Tax and Allied Matters and Customs Regulations. She has a flair for Office Administration.
Directorship held in other Companies (including Foreign Companies and Private Companies)	<ol style="list-style-type: none"><li>1. Genesys International Corporation Limited</li><li>2. Genesys Enterprises Inc. (USA)</li><li>3. Ventura Guaranty Limited</li><li>4. Valeo Nutra Private Limited</li></ol>
Chairman / Member of Committees of other Companies	NIL
Number of Equity Shares held in the Company	1,20,939