

264, Maru Sadan, N. C. Kelkar Road, Dadar, Mumbai - 400 028. ☎ Off. 2430 7707  
1, Tara (Gretas) House, 166-B, Bhagat Lane, Mahim, Mumbai - 400 016. ☎ Off. 2430 4882  
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 remote e-Voting and voting by assent-dissent forms (Poll/ physical ballot) by shareholders at the 10<sup>th</sup> Annual General Meeting of your Company held on Friday, September 30, 2016.

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, 2016  
Place: Mumbai

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**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]*

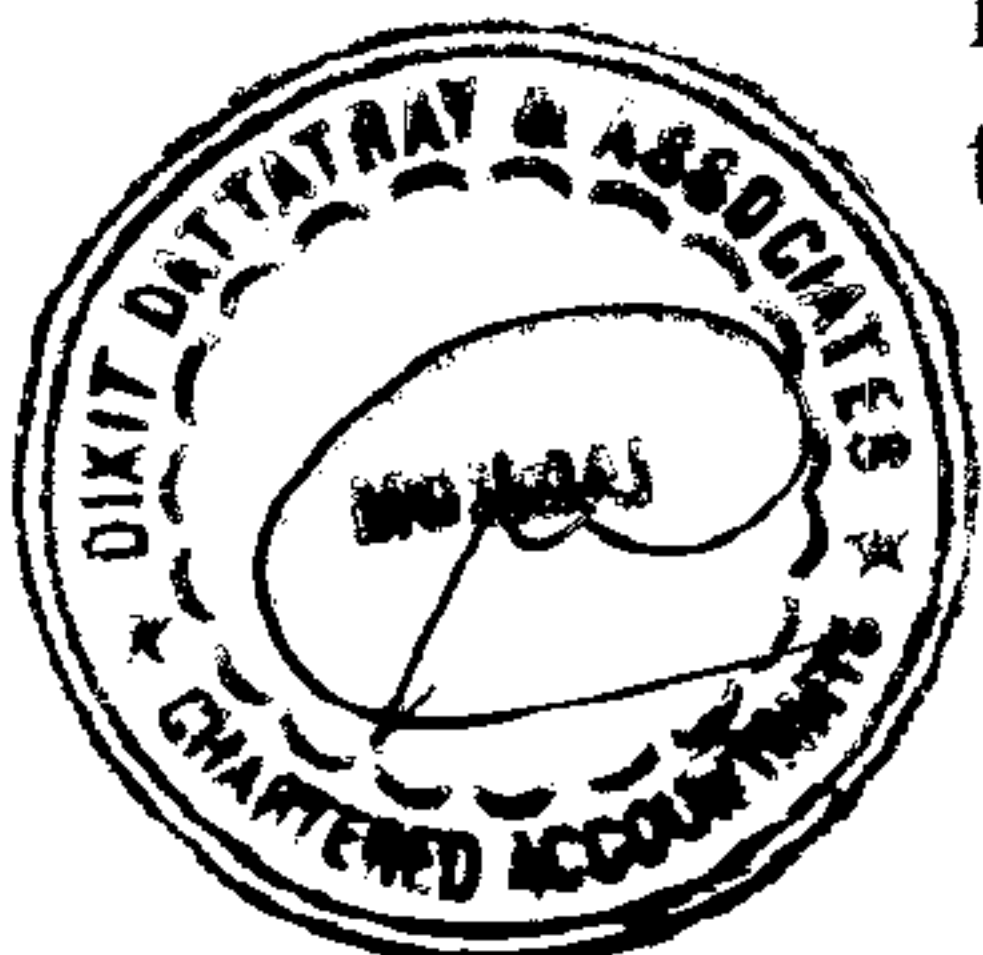
To,  
**The Chairman,**  
**Gi Engineering Solutions Limited,**  
73-A, SDF-III, SEEPZ,  
Andheri (East),  
Mumbai-400 096.

The 10<sup>th</sup> Annual General Meeting of the Equity Shareholders GI Engineering Solutions Limited held on Friday, September 30, 2016 at 3.00 p.m. at Kohinoor Continental, Andheri - Kurla Road, J. B. Nagar, Andheri (East), Mumbai - 400 059.

Dear Sir,

I, Mr. Dattatray B. Dixit, appointed as Scrutinizer for the purpose of remote e-voting as well as the voting to be conducted at the venue of Annual General Meeting of the Equity Shareholders of GI Engineering Solutions Limited, held on Friday, September 30, 2016 at 3.00 p.m. at Kohinoor Continental, Andheri - Kurla Road, J. B. Nagar, Andheri (East), Mumbai - 400 059, submit my report as under:

1. The remote e-voting period commenced on September 27 at 9.00 a.m. and ends on September 29, 2016 at 5.00 p.m
2. The Shareholders holding shares as on the cut-off date September 23, 2016 were entitled to vote on the proposed resolutions.
3. The details containing interalia, list of Equity share holders, who voted "for", "against" or "abstain" on each of the resolution that were put to vote, were generated from the remote evoting website of CDSL.
4. 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.
5. 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.

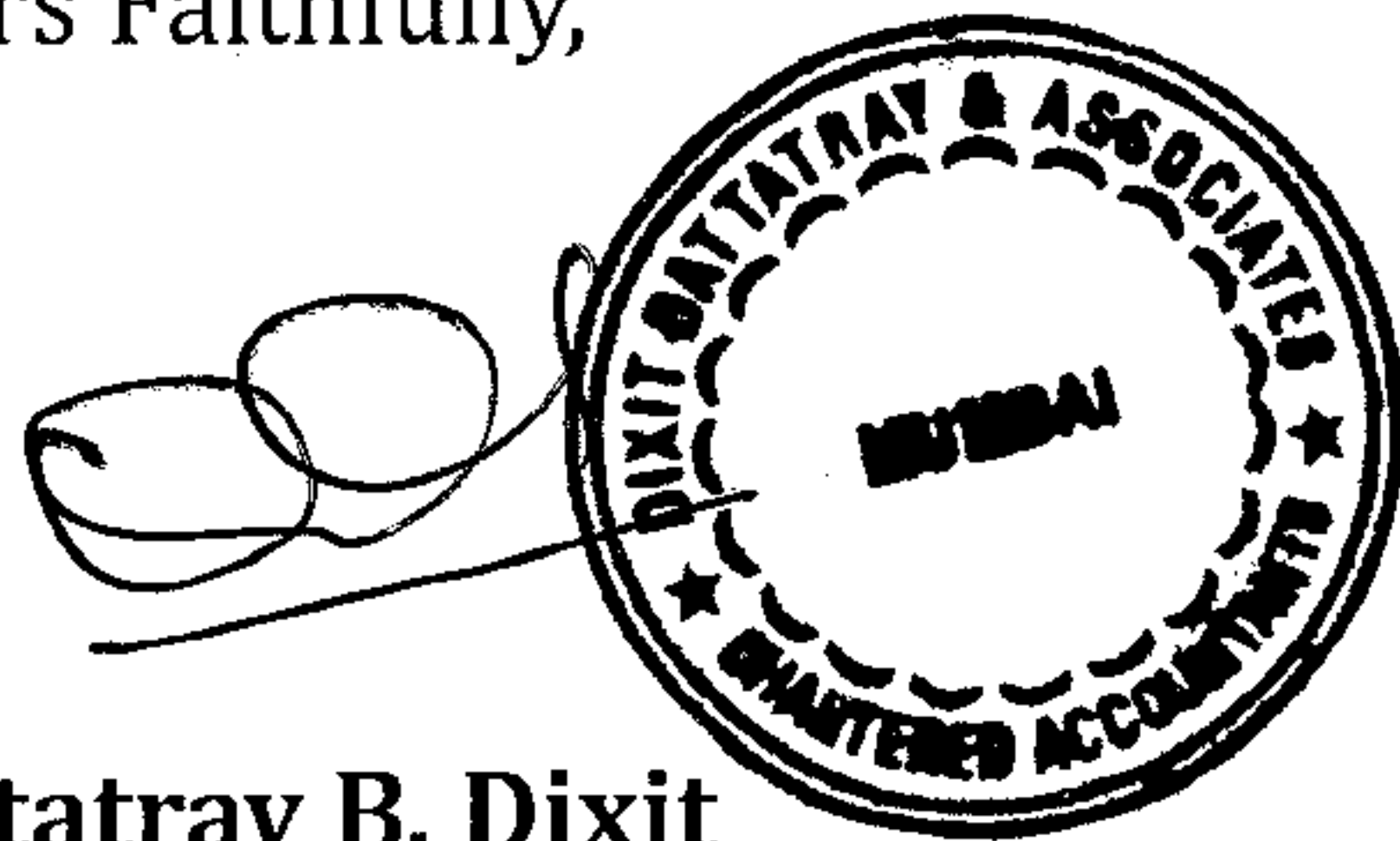


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6. The polling Box was opened in the presence of Ms. Purva Nagwekar and Mr. Gajanan Nagari and as witnesses after the voting process is over.
7. I did not find any poll papers invalid.
8. The consolidated results of remote e-voting as well as of the Poll held at the aforesaid Annual General Meeting are as under.

Thanking You,

Yours Faithfully,



**Dattatray B. Dixit**  
**Chartered Accountant**  
**Membership No. 40032**

Witness 1

Purva S. Nagwekar

Name: Ms. Purva Nagwekar

Witness 2

Gajani

Name : Mr. Gajanan Nagari

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**Resolution No. 1 - Consider and Adopt Audited Financial Accounts (Standalone and Consolidated) for the financial year ended March 31, 2016 and the Report of the Auditors and Board of Directors thereon**

*i. Voted in favour of the resolution:*

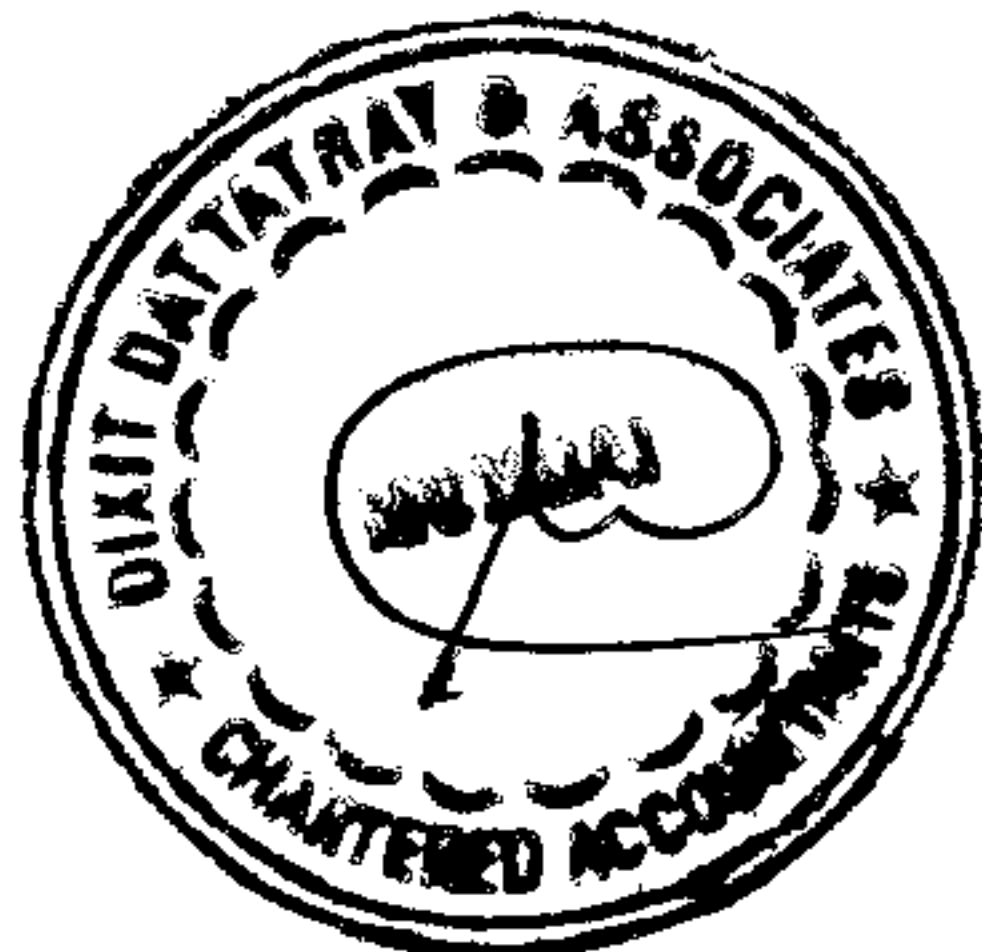
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	8	20,30,420	100
Poll	23	14,35,093	100
Total	31	34,65,513	100

*ii. Voted against the resolution:*

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

*iii. Invalid Votes:*

Type of Voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0
Poll	0	0
Total	0	0



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

*i. Voted in favour of the resolution:*

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	8	20,30,420	100
Poll	23	14,35,093	100
Total	31	34,65,513	100

*ii. Voted against the resolution:*

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

*iii. Invalid Votes:*

Type of Voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0
Poll	0	0
Total	0	0



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**b) To Ratify the appointment of M/s Dixit Dattatray & Associates., Chartered Accountants, (Firm Registration No.: 10266W), as Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration**

*i. Voted in favour of the resolution:*

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	8	20,30,420	100
Poll	23	14,35,093	100
Total	31	34,65,513	100

*ii. Voted against the resolution:*

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

*iii. Invalid Votes:*

Type of Voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0
Poll	0	0
Total	0	0



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**c) Consider and approve costs of Service of documents under section 20 of the Companies Act, 2013 through specific mode**

*i. Voted in favour of the resolution:*

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	8	20,30,420	100
Poll	23	14,35,093	100
Total	31	34,65,513	100

*ii. Voted against the resolution:*

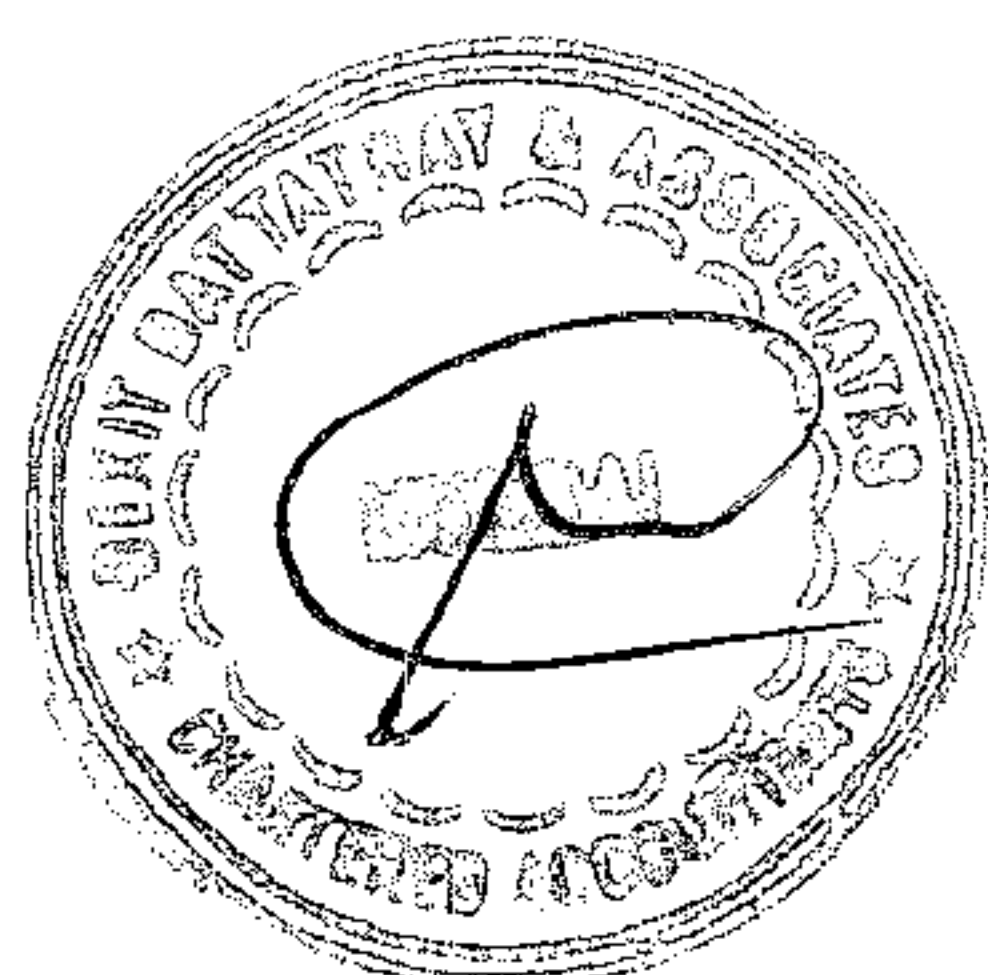
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

*iii. Invalid Votes:*

Type of Voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0
Poll	0	0
Total	0	0

All the Resolutions stands passed with the requisite majority.

8. 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.
9. The Poll papers and all other relevant records were sealed and handed over to Company Secretary / Director authorised by the Board for safe keeping.





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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**