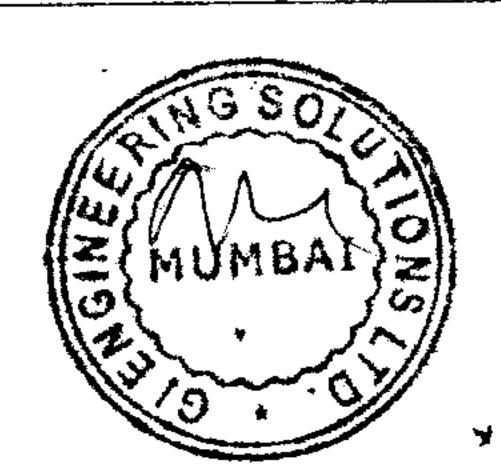
Quarterly Compliance Report on Corporate Governance

Name of the Company: GI ENGINEERING SOLUTION LTD

Quarter ending on: December 31, 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
	<u> </u>	<u> </u>	
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors'	49 (IB)	Yes	_
compensation & disclosures			
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	The Code of Conduct is duly adopted by the Board of Directors and the same is posted on the website of the Company. Declaration by Managing Director of the Company regarding compliance with the Code is being inserted in the Annual Report of the Company every year.
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	·
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II (D)	Yes	The Role of the Audit Committee is defined by the Company in accordance with the relevant provisions of the Companies Act, 1956 and the Listing Agreement.
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	The Company does not have any unlisted Indian Subsidiary. However other provisions of the Clause



			are duly complied with.
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	-
(F) Management	49 (IV F)	Yes	The Report on Management Discussion and Analysis is being inserted in the Annual Report every year.
(G) Shareholders	49 (IV G)	Yes	-
V. CEO/CFO Certification	49 (V)	Yes	-
VI. Report on Corporate Governance	49 (VI)	Yes	The Report on Corporate Governance is being inserted in the Annual Report every year.
VII. Compliance	49 (VII)	Yes	Necessary Compliance Certificate is duly obtained and the same is being inserted in the Annual Report every year.

For GI ENGINEERING SOLUTIONS LIMITED

DEERAJ NAIR COMPANY SECRETARY