

Quarterly Compliance Report on Corporate Governance

Name of the Company: GI ENGINEERING SOLUTION LTD

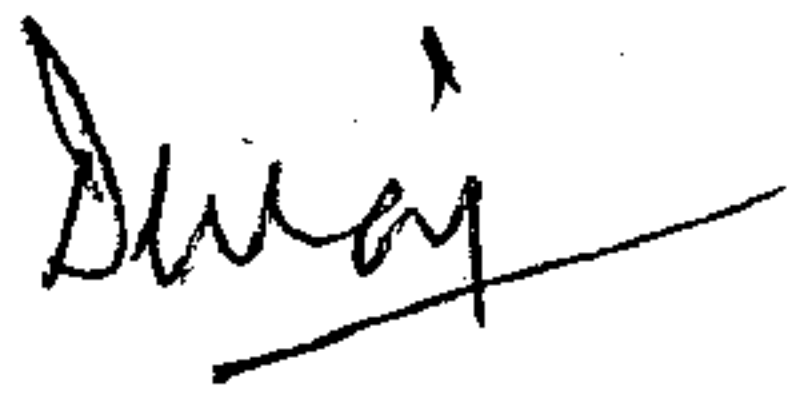
Quarter ending on: March 31, 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	-
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	-
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-
(D) Code of Conduct	49 (ID)	Yes	<i>The Code of Conduct is duly adopted by the Board and Senior Management 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.</i>
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee 49	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 II (D)	Yes	<i>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.</i>
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
<b>III. Subsidiary Companies</b>	49 (III)	Yes	<i>The Company does not have any unlisted Indian Subsidiary. However other provisions of the Clause are duly complied with.</i>
<b>IV. Disclosures</b>	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	<i>The Report on Management Discussion and Analysis is being inserted in the Annual Report every year.</i>
(G) Shareholders	49 (IV G)	Yes	-
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	-
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	<i>The Report on Corporate Governance is being inserted in the Annual Report every year.</i>
<b>VII. Compliance</b>	49 (VII)	Yes	<i>Necessary Compliance Certificate is duly obtained and the same is being inserted in the Annual Report every year.</i>

For **GI ENGINEERING SOLUTIONS LIMITED**



**DEERAJ NAIR**  
**COMPANY SECRETARY**