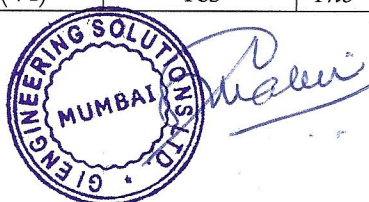


Quarterly Compliance Report on Corporate Governance

Name of the Company: GI ENGINEERING SOLUTIONS LIMITED

Quarter ending on: March 31, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 (II)		
(A) Composition of Board	49(IIA)	Yes	-
(B) Independent Directors	49(IIB)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	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.
(F) Whistle Blower Policy	49(IIF)	Yes	-
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	The Role of the Audit Committee is defined by the Company in accordance with the relevant provisions of the Companies Act, 2013 and the Listing Agreement
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
IV. Nomination and Remuneration Committee	49(IV)	Yes	-
V. Subsidiary Companies	49 (V)	Yes	The Company does not have any unlisted Indian Subsidiary company. However, other provisions of the clause are duly complied with.
VI. Risk Management	49(VI)	Yes	The Company has laid down



Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
			<i>Policy and procedure to Assess, Manage and mitigate potential business and financial risks.</i>
VII. Related Party Transactions	49(VII)	Yes	-
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	<i>The Policy on dealing with the Related Party Transactions is available on the website of the Company.</i>
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	-
(C) Remuneration of Directors	49(VIII C)	Yes	<i>Directors do not draw any remuneration from the Company.</i>
(D) Management	49(VIII D)	Yes	<i>The report on Management Discussion and Analysis is being inserted in the Annual Report every year.</i>
(E) Shareholders	49(VIII E)	Yes	-
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII I)	Yes	-
IX. CEO/CFO Certification	49 (IX)	Yes	-
X. Report on Corporate Governance	49 (X)	Yes	<i>The Report on Corporate Governance is being inserted in the Annual Report every year.</i>
XI. Compliance	49 (XI)	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



SAROJA MALIK
DIRECTOR
(DIN: 00400421)

