

**Corporate Governance Report under Regulation 27(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations")**

1. Name of Listed Entity - GI Engineering Solutions Limited
2. Quarter Ending - March 31, 2016

<b>I. Composition of Board of Directors</b>				
Title (Mr./Ms.)	Mr.	Ms.	Mr.	Mr.
Name of the Director	Sajid Malik	Saroja Malik	Ganapathy Vishwanathan	Ganesh Acharya
PAN	AAMPM6510 B	AGEPM7814Q	ABOPV1273F	AABPA0431E
DIN	00400366	00400421	00400518	00702346
Category (Chairperson /Executive/Non-Executive /independent/Nominee)	Managing Director	Director	Independent Director	Independent Director
Date of Appointment in the current term /cessation	-	-	29/09/2014	29/09/2014
Tenure*	-	-	9.4 years	8.1 years
No of Directorship in listed entities including this listed entity	3	3	2	3
Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	-	2	4	5
No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	-	-	4	2
<p>-PAN number of any director would not be displayed on the website of Stock Exchange.                      -Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen                      * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>				

<b>II. Composition of Committees</b>			
Name of Committee	Name of Committee Members		Category (Chairperson/Executive/Non-Executive/independent/Nominee)*
1. Audit Committee	I. Ganapathy Vishwanathan II. Saroja Malik III. Ganesh Acharya		Independent Director Non-Executive Director Independent Director
2. Nomination & Remuneration Committee	I. Ganapathy Vishwanathan II. Saroja Malik III. Ganesh Acharya		Independent Director Non-Executive Director Independent Director
3. Stakeholders Relationship Committee	I. Ganapathy Vishwanathan II. Saroja Malik III. Ganesh Acharya		Independent Director Non-Executive Director Independent Director
*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen			
<b>III. Meeting of Board of Directors</b>			
Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
November 09, 2015	February 09, 2016	91 Days	
<b>IV. Meeting of Committees</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
February 09, 2016	Yes	November 09, 2015	91 Days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
Subject	Compliance status (Yes/No/NA)refer note below		
Whether prior approval of audit committee obtained	YES		
Whether shareholder approval obtained for material RPT	NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA		
Note			
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity			

has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

## **VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**

2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015

a. Audit Committee - **Yes**

b. Nomination & remuneration committee - **Yes**

c. Stakeholders relationship committee - **Yes**

d. Risk management committee (applicable to the top 100 listed entities) - **NA**

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**

(Any comments/observations/advice of Board of Directors may be mentioned here:)

**Mr. Sajid Malik**

~~Company Secretary / Compliance Officer / Managing Director / CEO~~

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>	
Details of Business	Yes	
Terms & Conditions of Appointment of Independent Directors	Yes	
Composition of Various Committees of Board of Directors	Yes	
Code of Conduct of Board of Directors & Senior Management Personnel	Yes	
Details of establishment of Vigil Mechanism / Whistle Blower Policy	Yes	
Criteria of making payments to non-executive directors	NA	
Policy on dealing with Related Party Transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to Independent	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting & handling investor grievances	Yes	
Email Address for grievance redressal & other relevant details	Yes	
Financial Results	Yes	
Shareholding Pattern	Yes	
Details of agreements entered into with media companies and/or their	NA	
New name and the old name of the listed entity	NA	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
Independent directors have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	NA
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	NA
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination and Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholders' Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3) & (4)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7)	Yes

Prior or Omnibus approval of Audit Committee for all related party transactions	23(2) & (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	NA
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

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2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

### **III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

**Mr. Sajid Malik**

~~Company Secretary / Compliance Officer / Managing Director / CEO~~