

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, 2017

| I. Composition of Board of Directors | | | | |
|--|------------------------|------------------------|------------------------|----------------------|
| Title (Mr./Ms.) | Mr. | Mrs. | Mr. | Mr. |
| Name of the Director | Sajid Malik | Saroja Malik | Ganapathy Vishwanathan | Ganesh Acharya |
| PAN | AAMPM6510B | AGEPM7814Q | ABOPV1273F | AABPA0431E |
| DIN | 00400366 | 00400421 | 00400518 | 00702346 |
| Category (Chairperson /Executive/Non-Executive/independent/Nominee) | Managing Director - ED | Non-Executive Director | Independent Director | Independent Director |
| Date of Appointment in the current term /cessation | - | - | 29/09/2014 | 29/09/2014 |
| Tenure* | - | - | 10.7 years | 9.4 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> | | | | |

| II. Composition of Committees | | | |
|---|--|--|---|
| 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 | Chairperson - ID Member - NED Member - ID | |
| 2. Nomination & Remuneration Committee | I. Ganapathy Vishwanathan II. Saroja Malik III. Ganesh Acharya | Chairperson - ID Member - NED Member - ID | |
| 3. Stakeholders Relationship Committee | I. Ganapathy Vishwanathan II. Saroja Malik III. Ganesh Acharya | Chairperson - ID Member - NED Member - ID | |
| *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 | | | |
| III. Meeting of Board of Directors | | | |
| 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 04, 2016 | - | - | |
| November 29, 2016 | February 14, 2017 | 76 Days | |
| IV. Meeting of Committees | | | |
| 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* |
| - | Yes | November 04, 2016 | - |
| February 14, 2017 | Yes | November 29, 2016 | 76 Days |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional | | | |
| V. Related Party Transactions | | | |
| Subject | | Compliance status (Yes/No/NA) refer note below | |
| Whether prior approval of audit committee obtained | | NA | |
| 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~~

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | |
|---|--------------------------|--|
| Item | | Compliance Status (Yes/No/NA) |
| Details of business | | Yes |
| Terms and conditions of appointment of independent directors | | Yes |
| Composition of various committees of board of directors | | Yes |
| Code of conduct of board of directors and senior management personnel | | Yes |
| Details of establishment of vigil mechanism/ Whistle Blower policy | | Yes |
| Criteria of making payments to non-executive directors | | No |
| Policy on dealing with related party transactions | | Yes |
| Policy for determining 'material' subsidiaries | | Yes |
| Details of familiarization programmes imparted to independent directors | | Yes |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | | Yes |
| Email address for grievance redressal and other relevant details | | Yes |
| Financial results | | Yes |
| Shareholding pattern | | Yes |
| Details of agreements entered into with the media companies and/or their associates | | Not Applicable |
| New name and the old name of the listed entity | | Not Applicable |
| II Annual Affirmations | | |
| Particulars | Regulation Number | Compliance Status (Yes/No/NA) |
| Independent director(s) 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) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| 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 & Remuneration committee | 19(1) & (2) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of Risk Management Committee | 21(1),(2),(3),(4) | Not Applicable |
| Vigil Mechanism | 22 | Yes |
| Policy for Related Party Transaction | 23(1),(5),(6),(7) & (8) | Yes |

| | | |
|--|-------------------------|----------------|
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Not Applicable |
| Approval for material related party transactions | 23(4) | Not Applicable |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Not Applicable |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Not Applicable |
| 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) | Not Applicable |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |
| <p>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. - Not Applicable</p> <p>Name : Sajid Malik Designation : Managing Director</p> | | |