

**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 - December 31, 2017

| <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  | 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   | 30-11-2007           | 10-08-2006               | 29-09-2014             | 29-09-2014           |
| Tenure*  | -                    | -                        | 11.04 years            | 10.1 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.<br/>                     -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<br/>                     * 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<br>(Chairperson/Executive/Non-Executive/independent/Nominee)*                              |   |
| 1. Audit Committee  | I. Ganapathy Vishwanathan<br>II. Saroja Malik<br>III. Ganesh Acharya | Chairman - Independent Director<br>Member - Non Executive Director<br>Member - Independent Director |   |
| 2. Nomination & Remuneration Committee  | I. Ganapathy Vishwanathan<br>II. Saroja Malik<br>III. Ganesh Acharya | Chairman - Independent Director<br>Member - Non Executive Director<br>Member - Independent Director |   |
| 3. Stakeholders Relationship Committee  | I. Ganapathy Vishwanathan<br>II. Saroja Malik<br>III. Ganesh Acharya | Chairman - Independent Director<br>Member - Non Executive Director<br>Member - 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)   |   |
| August 21, 2017   | -  | 23 Days   |   |
| September 14, 2017  | November 21, 2017  | 67 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* |
| -   | Yes  | August 21, 2017   | 23 Days   |
| November 21, 2017   | Yes  | September 14, 2017  | 67 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  | 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 have 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~~