

KUMAR G & Co.

Company Secretaries

80/37A, First Floor, Near Bhagat Singh Park
Malviya Nagar, New Delhi 110017
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PRACTICING COMPANY SECRETARY CERTIFICATE

To,
The Board of Directors
GI Engineering Solutions Limited
73 A SDF - III, Seepz Andheri (East),
Mumbai, Maharashtra, 400096

Dear Sir / Madam,

Sub: Proposed issue and allotment of 3,00,00,000 Equity Shares of Rs. 10/- each on preferential basis to the promoter and non-Promoter Category by GI Engineering Solutions Limited in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations").

In connection with the proposed preferential issue of 3,00,00,000 (Three Crores) Equity Shares on preferential basis to the promoter and non-Promoter Category, for cash, at an issue price of Rs. 10/- (Rupees Ten) each, which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of ICDR Regulations, for an aggregate amount of up to Rs. 30,00,00,000 (Rupees Thirty Crores) as approved by the Board of Directors of the Company in their meeting held on September 8, 2022 subject to approval of shareholders of the Company, stock exchanges approval and any other regulatory authority approval, and in terms of requirements of sub-regulation 2 of Regulation 163 of Part III of Chapter V of the ICDR Regulations, we, M/s Kumar G & Co., Company Secretaries, having their office presently situated at 80/37A, First Floor, Near Bhagat Singh Park, Malviya Nagar, New Delhi 110017, hereby certify that the proposed preferential issue is being in accordance with the applicable provisions of ICDR Regulations, to the preferential issue.

for **Kumar G & Co.**
Company Secretaries


Gupta P.K.
M.NO: 14629
CP No. 7579



Date: September 5, 2022
Place: Delhi

UDIN: A014629D000987304*

*UDIN generated post
issuance of the certificate

