

# KUMAR G & Co.

*Company Secretaries*

80/37A, First Floor, Near Bhagat Singh Park  
Malviya Nagar, New Delhi 110017  
kumargpankaj@gmail.com | +91 11 4050 3037

---

## PRACTICING COMPANY SECRETARY CERTIFICATE

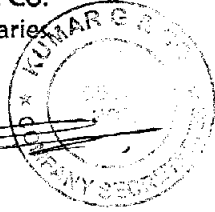
To  
The Board of Directors,  
GI Engineering Solutions Limited  
1308, Aggarwal Corporate Heights,  
Netaji Subhash Palace, Delhi -110034

Dear Sir / Madam,

**Sub: Proposed issue and allotment of 5,00,00,000 (Five Crores only) fully convertible warrants of Rs. 15/- each on preferential basis to the "Non-Promoter, Public Category" by GI Engineering Solutions Limited in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations").**

In connection with the proposed preferential issue of 5,00,00,000 (Five Crores only) Fully Convertible Warrants ('Warrants') carrying a right exercisable by the Warrant holder to subscribe to one Equity Share having face value of Rs.10/- per Warrant to the 'Non-Promoter, Public Category', for cash, at an issue price of Rs. 15/- (Rupees Fifteen Only) each, in accordance with the provisions of Chapter V of ICDR Regulations, for an aggregate amount of up to Rs. 75,00,00,000/- (Rupees Seventy Five Crores only), as approved by the Board of Directors of the Company in their meeting held on August 19, 2023 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, 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.  
ACS : 14629 | CP : 7579  
UDIN: A014629E000832622

Date : 19/08/2023  
Place: New Delhi