

RIGHTS ENTITLEMENT LETTER FOR THE RIGHTS ISSUE OF  
GI ENGINEERING SOLUTIONS LIMITED FOR THE ELIGIBLE EQUITY  
SHAREHOLDERS OF THE COMPANY ONLY

THIS LETTER CONTAINS 4 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

**GI ENGINEERING SOLUTIONS LIMITED**

Corporate Identity Number: L74110MH2006PLC163731,  
Regd. Office: 73A SDF-III, SEEPZ, Andheri (East), Mumbai-400 096  
Corporate Office : Build Up Space/ Unit 1308, Aggarwal Corporate Heights, Netaji Subhash Palace, New Delhi-110034  
Contact Person: Mr. Deepak, Company Secretary and Compliance Officer; Tel: +91 9811934908, 022-44884488  
E-mail: giengg2022@gmail.com; Website: www.giesl.in

Date: \_\_\_\_\_

**DP ID- Client ID/Folio Number:**

**Application Number:**

**Sole/First Holder Name:**

**Add 1:**

**Add 2:**

**Add 3:**

**Add 4:**

**PIN**

**Joint Holder 1:**

**Joint Holder 2:**

**Joint Holder 3:**

Dear Shareholder,

**Sub: ISSUE OF UP TO 4,98,60,082 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 10 PER EQUITY SHARE AGREEGATING UPTO ₹4986 LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 11 EQUITY SHARE FOR EVERY 8 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS TUESDAY, APRIL 18, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE Error! Bookmark not defined. OF THIS LETTER OF OFFER.**

**Ref: Letter of Offer and Abridged Letter of Offer dated April 11, 2023 issued by the Company to the Eligible Equity Shareholders pursuant to the Rights Issue.**

We are happy to inform that our Company is proposing a Rights Issue of Equity Shares as mentioned in the captioned subject in the ratio of 11 Rights Equity Shares for every 8 Equity Shares held by the Eligible Equity Shareholders on the Record Date that is on Tuesday, April 18, 2023.

**IF YOU ARE NOT PERMITTED TO VIEW THESE MATERIALS OR ARE IN ANY DOUBT AS TO WHETHER YOU ARE PERMITTED TO VIEW THESE MATERIALS, PLEASE DELETE THIS LETTER WITHOUT ACCESSING OR DISTRIBUTING ITS CONTENTS.**

With reference to the above, please find below the details of the Equity Shares held by you as on the Record Date, i.e., Tuesday, April 18, 2023 along with your Rights Entitlements calculated on the basis of the above-mentioned ratio for your kind information:

FOLIO NUMBER/ DP-CLIENT ID	NUMBER OF EQUITY SHARES HELD BY YOU ON RECORD DATE I.E., APRIL 18, 2023	NUMBER OF RIGHTS ENTITLEMENT

You are requested to kindly note that the Issue price is ₹10/- per Rights Equity Share. On Application, Investors will have to pay ₹10/- per Rights Equity Share which constitutes 100% of the Issue Price

Amount Payable per Rights Equity Shares	Face Value (₹)	Premium (₹)	Total (₹)
On Application	10	0.00	10.00
<b>Total (₹)</b>	10	0.00	10.00

\*For further details on Payment Schedule, see 'Terms of the Issue' on page 134 of the Letter of Offer.

You are requested to take note of the Issue Schedule as provided

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON <sup>#</sup>
Thursday, April 27, 2023	Wednesday, May 3, 2023	Tuesday, May 9, 2023

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

<sup>#</sup> Our Board or the Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Kindly note that pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circular i.e. SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (“SEBI Rights Issue Circular”), the Rights Entitlements, as mentioned above, shall be credited only in dematerialized form in your demat account before the Issue Opening Date i.e., April 27, 2023 with ISIN – INE065J20016.

In accordance with SEBI Rights Issue Circular, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on the Record Date are required to furnish the details of their demat account along with copies of self-attested PAN and details of address proof by way of uploading on Registrar’s website the records confirming the legal and beneficial ownership of their respective Equity Shares at least two (2) Working Days prior to the Issue Closing Date i.e. May 9, 2023. For further details, see “*Terms of the Issue*” at page 134 of the Letter of Offer.

You can obtain the details of your respective Rights Entitlements from the website of the Registrar to the Issue at: <https://www.bigshareonline.com/>, by entering your DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). You may also communicate with the Registrar with the helpline number (022-62638200) and through their email address [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com)

### **Fractional Entitlements**

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 11 Rights Equity Shares for every 8 Equity Shares held as on the Record Date i.e., Tuesday, April 18, 2023. As per the SEBI Rights Issue Circular, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 8 Equity Shares or is not in the multiple of 8 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for the Additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of the Rights Equity Shares in this Issue post allocation towards the Rights Entitlements applied for. For further details, see “*Terms of the Issue*” beginning on page 134 of the Letter of Offer.

### **Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**

Pursuant to provisions of the SEBI ICDR Regulations read with SEBI Rights Issue Circular and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders have been / will be credited, as the case may be, in their respective demat account under the ISIN - INE065J20016. For details of credit of the Rights Entitlements, see “*Terms of the Issue - Credit of Rights Entitlements in dematerialised account*” on page 135 of the Letter of Offer.

### **Trading of the Rights Entitlements**

In accordance with the SEBI Rights Issue Circular, the Rights Entitlements credited shall be admitted for trading on the Stock Exchanges under ISIN - INE065J20016. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to trade/ transfer their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. For more details, see “*Procedure for Renunciation of Rights Entitlements*” on page 145 of the Letter of Offer.

### **Renunciation of Rights Entitlement**

The Issue includes a right exercisable by the Eligible Equity Shareholders to renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (“*On Market Renunciation*”); or (b) through an off-market transfer (“*Off Market Renunciation*”), during the Renunciation Period. For more details, see “*Procedure for Renunciation of Rights Entitlements*” on page 145 of the Letter of Offer.

Kindly note that, in accordance with the SEBI Rights Issue Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of ‘Rights Entitlements’ not later than two working days prior to Issue Closing Date i.e., May 9, 2023 such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMATA ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE “PROCESS OF MAKING AN APPLICATION IN THE ISSUE” ON PAGE 142 OF THE LETTER OF OFFER.**

**PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.**

### **Application Process for Rights Issue**

Please note that in accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circular and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. For details, see ‘*Terms of the Issue*’ on page 134 of the Letter of Offer.

**ASBA facility** – Investors can submit the Application Form in physical mode to the designated branch of the Self-Certified Syndicate Banks (“SCSBs”), or make online/electronic Application through the website of the SCSBs (if the facility is made available by such SCSB). SCSBs are self-certified syndicate banks registered with SEBI, which offer the facility of ASBA. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process and details on designated branches of SCSBs collecting the Application Form, please refer to - <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

If you are desirous of making an application in this Issue, you should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see ‘*Making an Application through the ASBA process*’ on page 144 of the Letter of Offer. Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are

specified in the plain paper application. If an Eligible Equity Shareholder makes an application both in an Application Form as well as on plain paper, both applications are liable to be rejected. Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. For details, see 'Making an Application by Eligible Equity Shareholders on Plain Paper under ASBA process' on page 147 of the Letter of Offer.

In accordance with the SEBI Rights Issue Circular, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of Eligible Equity Shareholders holding Equity Shares in physical form shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. Such Eligible Equity Shareholders are requested to furnish the details of their demat account along with copies of self-attested PAN and details of address proof confirming the legal and beneficial ownership of the Equity Shares to the Registrar not later than 2 Working Days prior to the Issue Closing Date i.e. May 9, 2023 to enable the credit of their Rights Entitlements in their demat accounts at least 1 day before the Issue Closing Date i.e., May 9, 2023, after which they can apply through ASBA facility. Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares set out in "Making an Application by Eligible Equity Shareholders holding Equity Shares in physical form" on page 150 of the Letter of Offer.

In accordance with SEBI ICDR Regulations, we are sending herewith the Abridged Letter of Offer and Application Form through email and physical delivery by speed post to you being the Eligible Equity Shareholders who has provided your Indian addresses to our Company. Please note that by accessing the Right Entitlement e-mail or any external websites referred to therein, or by accepting the physical delivery of the Issue material you are hereby deemed to represent that you are a resident of India. The contents of the Right Entitlement e-mail or the Issue materials sent through physical delivery to your Indian address and its enclosures should not be reproduced, transmitted or distributed to any other person.

#### **ATTENTION FOR PHYSICAL SHAREHOLDERS**

The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, registered post, speed post, courier, or hand delivery or by uploading the said documents in the "Demat Account Registration" module available in the portal of the Registrar at <https://www.bigshareonline.com> so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date i.e., Tuesday, May 9, 2023.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

**PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

#### **Availability of Issue materials**

Investors can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable laws) on the websites of:

1. Our Company at <https://www.giesl.in>
2. The Registrar at <https://www.bigshareonline.com>
3. The Stock Exchanges at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)

#### **Other important links and helpline numbers**

You can visit the following links for below-mentioned purposes:

- a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: <https://www.bigshareonline.com> and helpline number 022-62638200.
- b) Updation of Indian address/ email address/ mobile number in the records maintained by the Registrar or our Company: <https://www.bigshareonline.com/> Updation of demat account details by resident Eligible Equity Shareholders holding shares in physical form: <https://www.bigshareonline.com/>

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (**U.S. Securities Act**), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (**United States or U.S.**), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity shares referred to in the Letter of Offer are being Offered and sold in offshore Transactions outside the United States in compliance with Regulations under the U.S. Securities Act to the existing Shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares and / or Rights Entitlements are permitted under laws of such jurisdictions. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any the Rights Equity Shares or the Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Issue Documents and the Application Form should not be forwarded to or transmitted in or into the United States at any time.

In case of any queries, you may contact the Company or Registrar as per the details mentioned herein:

COMPANY DETAILS	REGISTRAR TO THE ISSUE	ADVISOR TO THE ISSUE
<b>GI Engineering Solutions Limited</b> <b>Corporate Identity Number:</b> L74110MH2006PLC163731 <b>Registered Office:</b> 73A SDF-III, SEEPZ, Andheri (East), Mumbai-400 096 <b>Corporate Office:</b> Build Up Space/ Unit 1308, Aggarwal Corporate Heights, Netaji Subhash Palace, New Delhi-110034 <b>Contact Person:</b> Mr. Deepak, Company Secretary & Compliance Officer; <b>Tel:</b> +91 9811934908, <b>E-mail:</b> giengg2022@gmail.com; <b>Website:</b> <a href="http://www.giesl.in">www.giesl.in</a>	<b>Bigshare Services Private Limited</b> Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India <b>Telephone:</b> 022-62638200 <b>Email:</b> <a href="mailto:rightsissue@bigshareonline.com">rightsissue@bigshareonline.com</a> , <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>Investor grievance e-mail:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Contact Person:</b> Mr. Vijay Surana <b>SEBI Registration No.:</b> INR000001385 <b>Validity of Registration:</b> Permanent	<b>Hexaxis Advisors Limited</b> <b>CIN:</b> U74999DL2019PLC357568 40 RPS, Sheikh Sarai, Phase-1, New Delhi, South Delhi - 110017 <b>Telephone:</b> 011-40503037 <b>Email:</b> <a href="mailto:mail@hexaxis.in">mail@hexaxis.in</a> <b>Investor Grievance e-mail id:</b> <a href="mailto:Pankaj@hexaxis.in">Pankaj@hexaxis.in</a> <b>Contact Person:</b> Mr. Pankaj Gupta

*Note: All capitalized terms, unless defined herein, shall have the meaning ascribed to them in the Letter of Offer.*

For **GI ENGINEERING SOLUTIONS LIMITED**

Sd/-

Deepak

Company Secretary