

NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of GI Engineering Solutions Limited will be held on Monday 28th Day of September, 2020 at 5:00 pm through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on account of outbreak of Covid 19 Pandemic and in accordance with the relevant circulars issued by Ministry of Corporate Affairs, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Accounts, Report of the Auditors and Directors thereon:

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 together with the Reports of Board of Directors and Auditors thereon.

2. Re-appointment of Director retiring by rotation:

To appoint a director in place of Mrs. Saroja Malik, who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Manish Patel (DIN: 03051315) as Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force Mr. Manish Patel (DIN: 03051315), who was appointed as an Additional Director in the capacity of Independent Director of the Company with effect from February 11, 2020 for period of one year by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (the 'Act') and who and being eligible for re-appointment has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 ("the Act") from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of

one year with effect from February 11, 2020 to February 10, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

4. Re-appointment of Mr. Manish Patel (DIN: 03051315), as Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Manish Patel (DIN: 03051315), who was appointed as an Independent Director and who holds office of Independent Director up to February 10, 2021 and being eligible has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from February 11, 2021 to February 10, 2026."

By Order of the Board of Directors
For **GI Engineering Solutions Limited**

Sd/-
Astrid Lobo
Company Secretary & Compliance Officer

Registered Office:
73A, SDF-III, SEEPZ,
Andheri (E), Mumbai - 400 096

Place: Mumbai
Dated: August 28, 2020

NOTES

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ('hereinafter collectively referred to as Circulars'), physical attendance of the Members at the Annual General Meeting (AGM) venue is not required and the AGM is being held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the Members will not be available. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting. The deemed venue for the 14th AGM shall be the Registered Office of the Company.
3. Pursuant to the Circulars, the Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the aforesaid Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-voting during the AGM will be provided by CDSL.
6. The Notice of the AGM has been uploaded on the website of the Company at www.giesl.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL i.e. www.evotingindia.com
7. Since the AGM will be held through VC/ OAVM facility, the route map, proxy form and attendance slip are not annexed in this Notice.
8. As per the provisions of section 72 of the Act, the facility of making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their respective Depository Participant in case the shares are held by them in electronic form and to the Company / RTA, in case the shares are held in physical form.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company / RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.

GI ENGINEERING SOLUTIONS LIMITED

10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is appended hereto.
11. A brief resume of Director, who seeks re-appointment as a Director, has also been appended hereto.
12. Pursuant to the Circulars, in view of the prevailing situation, there are difficulties in dispatching of physical copies of the Notice of the 14th AGM and the Annual Report for the financial year 2019-20 and therefore the same are being sent only by email to the Members whose email address is registered with the Company/Depositories. Members may note that the Notice of the 14th AGM and the Annual Report will also be available on the Company's website viz. www.giesl.com and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website CDSL i.e. www.evotingindia.com
13. Members who have not yet registered their email addresses are requested to register the same with their Depository participants in case the shares are held by them in electronic mode and with the Registrar & Share Transfer Agent (RTA) of the Company in case the shares are held by them in physical form. However, for limited purpose like receiving the notice of the forthcoming Annual General Meeting and related documents, Members holding shares in electronic mode may register their email addresses with our RTA as per the process given in the e-Voting instructions of the notes to this notice.
14. The Register of Members and Share Transfer Books of the Company will remain closed from, September 22, 2020 to, September 28 2020 (both days inclusive).
15. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investors@giesl.com.
17. Members are requested to send all communications relating to shares, change of address, etc. to the Registrar & Share Transfer Agent of the Company, at their address: M/s. BIGSHARE SERVICES PVT. LTD. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059 Tel. No.: 022 – 62638200, Fax.: 022 -62638299.
18. Members are requested to notify immediately any change in their addresses to the Registrar & Share Transfer Agent of the Company at the above address, if shares are held in physical form, and to the respective depository participants, if shares are held in electronic mode.
19. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
20. To prevent fraudulent transactions, we urge the Members to exercise due diligence and notify the Company of any change in address / stay abroad or demise of any Member as soon as possible. Members are requested not to leave their demat account dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
21. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the

Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

22. Members desirous of obtaining any information/clarification(s), intending to raise any query concerning the financial statements/Annual Report of the Company, are requested to send the same at least 7 working days before the AGM mentioning their name, demat account number/folio number, email id, mobile number at investors@giesl.com so that the same may be replied to suitably.
 23. Members desirous of obtaining any information/clarification(s), intending to raise any query concerning the financial statements/Annual Report of the Company, are requested to send the same at least 7 days before the AGM mentioning their name, demat account number/folio number, email id, mobile number at investors@giesl.com so that the same may be replied suitably.
- B. A shareholder can opt for only one mode of voting i.e. remote e-voting or voting while attending AGM through VC/OAVM facility. In case a shareholder votes through remote e-voting as well as voting during AGM through VC/OAVM, the vote cast through remote e-voting shall be considered and the voting during AGM shall not be considered by the scrutinizer.
 - C. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
 - D. The Company has appointed M/s DSM & Associates, Company Secretaries in Practice (CP No 9394) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
 - E. The Scrutinizer shall immediately after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 (Three) days after the conclusion of the Annual General Meeting to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - F. The result of voting will also be placed at the website of the Company viz. www.giesl.com and also on www.evotingindia.com.
 - G. The scrutinizer's decision on the validity of all kinds of voting will be final.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and sub-regulation (1) of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 14th Annual General Meeting (AGM) by Remote e-voting i.e. the facility of casting votes by a member using an electronic voting system from a place other than venue of the annual general meeting. Remote e-voting facility will be provided by Central Depository Services Limited (CDSL).

The instructions for e-voting are as under:

- A. The shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date viz. September 21, 2020 may cast their vote electronically.
- I. The remote e-voting period will commence at 9.00 a.m. on Friday September 25, 2020 and will end at 5.00 p.m. on Sunday, September 27, 2020. During this period the eligible Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

GI ENGINEERING SOLUTIONS LIMITED

<p>II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at meeting</p> <p>III. The shareholders should log on to the e-voting website www.evotingindia.com.</p> <p>IV. Click on Shareholders.</p> <p>V. Now Enter your User ID</p> <p>a. For CDSL: 16 digits beneficiary ID,</p> <p>b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,</p> <p>c. Members holding shares in Physical Form should enter Folio Number registered with the Company.</p> <p>Or</p> <p>Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.</p> <p>VI. Next enter the Image Verification as displayed and Click on Login.</p> <p>VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.</p> <p>VIII. If you are a first time user follow the steps given below:</p>	<p>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p> <p>Dividend Bank Details OR Date of Birth (DOB)</p> <p>Enter your bank details or Date of Birth in dd/mm/yyyy format as recorded with your depository participant in case of electronic shares or with the company in respect of physical shares in order to login.</p> <p>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned above.</p>
<p>PAN</p> <p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders).</p> <p>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p>	<p>IX. After entering these details appropriately, click on "SUBMIT" tab.</p> <p>X. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</p> <p>XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> <p>XII. Now select the Electronic Voting Sequence Number (EVSN) of "GI Engineering Solutions Limited" on which you choose to vote.</p> <p>XIII. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or</p>

“NO” as desired. The option “YES” implies that you assent to the resolution and option “NO” implies that you dissent to the resolution.

- XIV. Click on the “Resolutions File Link” if you wish to view the entire resolutions.
- XV. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XVI. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- XVIII. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIX. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from the internet. Please follow the instructions as prompted by the mobile app while remote e-voting from your mobile.
- I. ADDITIONAL INSTRUCTIONS FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**
- a. Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under “Help” section or write an email to helpdesk.evoting@cdslindia.com
- III. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice
- i) For shareholders holding shares in physical form - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to Company / RTA’s email ID investors@giesl.com or investor@bigshareonline.com respectively.
- ii) For shareholders holding shares in dematerialised form - please provide Demat account details (CDSL- 16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of shareholder, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company / RTA’s email ID at investors@giesl.com or investor@bigshareonline.com respectively.
- iii) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders.
- INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM**
1. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

2. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request 7 (seven) days in advance mentioning their name, demat account number/folio number, email ID, PAN no., mobile number at investors@giesl.com. Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Shareholder may send their questions on investors@giesl.com 7 (seven) days prior to the meeting and same will be replied by the Company suitably.
7. Members desiring any relevant information on the accounts at the meeting are requested to write to the Company at least 7 days in advance of the date of meeting at its Registered Office, so as to enable the Company to keep the information ready.
8. Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
9. All If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
10. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING

1. Procedure for e-Voting on the day of the AGM is same as the Remote e-voting as mentioned above.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are not otherwise barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any votes are cast by shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.
4. Shareholders who have voted through Remote e-Voting facility will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Explanatory statement pursuant to Sections 102 of the Companies Act, 2013

The following Explanatory Statement sets out all material facts relating to Resolution Nos. 3 and 4 of the notice:

Item No. 3 and 4:

As per the provisions of Section 149, 152, Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation'), the Company on recommendation of Nomination and Remuneration Committee and with approval of Board in its meeting held on February 11, 2020 had appointed Mr. Manish Patel (DIN: 03051315) as additional director in the capacity of Non executive Independent Directors on the Board of the Company for a period of one year w.e.f. February 11, 2020 subject to approval of members. Mr. Manish Patel holds office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto one year. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Manish Patel signifying his candidature as an Independent Director of the Company. Mr. Manish Patel one year term shall end on February 10, 2021 ("first term") and is eligible for re-appointment for another term under the applicable provisions of Companies Act, 2013 read with applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The Nomination and Remuneration Committee of the Board of Directors, based on the performance evaluation has recommended re-appointment of Mr. Manish Patel as Independent Director for a second term of five consecutive years effective from February 11, 2021. Hence, the Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, the continued association of Mr. Manish Patel would be beneficial to the Company. In the opinion of the Board, Mr. Manish Patel proposed to be appointed as Independent Director fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

Requisite notice under section 160 of the Act, proposing the re-appointment of Mr. Manish Patel as Independent Director for the second consecutive term of five years has been received by the Company. Mr. Manish Patel is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Mr. Manish Patel that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation'). The details of Director whose re-appointment as Independent Director is proposed at Item Nos. 3 and 4 forms part of this Notice. Copies of draft letters of appointment of Mr. Manish Patel setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mr. Manish Patel is interested in the resolutions set out respectively at Item Nos. 3 and 4 of the Notice with regard to their respective appointment and re-appointment. The relatives of Mr. Manish Patel may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolution & Special Resolution set out in the Item Nos. 3 and 4 respectively of the accompanying Notice for the approval by the Members of the Company.

By Order of the Board of Directors
For **GI Engineering Solutions Limited**

**Sd/-
Astrid Lobo
Company Secretary &
Compliance Officer**

Registered Office:
73A, SDF-III, SEEPZ,
Andheri (E), Mumbai - 400 096

Place: Mumbai
Dated: August 28, 2020

GI ENGINEERING SOLUTIONS LIMITED

PROFILE OF DIRECTORS BEING APPOINTED/RE-APPOINTED

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and clause 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, the particulars of Directors who are proposed to be appointed/re-appointed are given below:

Name of the Director	Mr. Manish Patel	Mrs. Saroja Malik
Nature of Resolution	Appointment and Re-appointment Non executive Independent Director	Re-appointment as Director who retires by rotation
Date of Birth	July 12, 1964	September 28, 1937
Date of appointment	February 11, 2020	August 17, 2000
Director Identification Number	03051315	00400421
Qualifications	B.E.(E&C), 1985, Dharwad, Karnataka University	B.Com., LL.B.
Expertise in specific functional areas	Project Management, System implementation for mid-sized fast growing organisations, creating business processes and services departments in diversified businesses	Legal compliance, Income Tax and Customs Regulations
Brief Profile	Professional and Strategic Leader with more than 3 decades of experience, most of which has been with setting up of green-field and brown-field projects. Possessing project conceptualisation, implementation and roll-out strategy for business processes, systems processes, systems, change management and business contingency plans and processes in multiple business domains including Realty, Automotive, Logistics, Telecom, IT, Retail, Plastics and Agriculture Industry.	Project Management, System implementation for mid-sized fast growing organisations, creating business processes and services departments in diversified businesses
Other Companies in which they are Directors excluding Directorship in Private and companies under Section 8 of the Companies Act, 2013	<ol style="list-style-type: none"> 1. Aspect Management Services Private Limited 2. Aspectech International Development Research Foundation (section 8) 3. Genesys International Corporation Limited 	<ol style="list-style-type: none"> 1. Genesys International Corporation Limited 2. Ventura Guaranty Limited
Chairman / Member of Committees of GI Engineering Solutions Limited	<p>Chairman: NIL</p> <p>Member: Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee</p>	<p>Chairman: Stakeholder Relationship Committee</p> <p>Member: Audit Committee and Nomination and Remuneration Committee</p>

ANNUAL REPORT 2019-20

Chairman / Member of Committees of Other Companies	NIL	Genesys International Corporation Limited Chairman: NIL Member: Stakeholders Relationship Committee, Executive Committee
Number of Equity Shares held in the Company	NIL	16,91,716
Non – executive Director remuneration drawn during the FY 2019 – 20	NIL	NIL
Details of proposed Remuneration of non-executive director	NIL	NIL
Relationship between Directors	Not related to any other Director, Manager and Key Managerial Personnel.	Mrs. Saroja Malik is mother of Mr. Sajid Malik.