



GEI INDUSTRIAL SYSTEMS LTD

To,

September 9, 2014

Shri Amir Rajdev
Manager

National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai- 400 051

Re: Your Letter No- NSE/LIST/248527-9 dated August 22, 2014

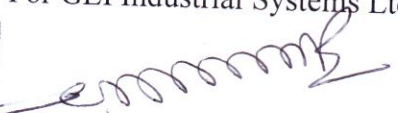
Dear Sir,

Please refer to your letter as cited in the reference above. In this connection we write to inform you that we have complied with the Clause 49 of Listing Agreement on July 31, 2014. The non Compliance was due to the resignation of Directors. The Documents pertaining to this are attached here with for your official record.

We may request you to report the present status also to SEBI as per their circular no. SEBI/CFD/DIL/CG/1/2004/12/10 dated October 29, 2004.

Thanking You
Yours Faithfully

For GEI Industrial Systems Ltd.


C E Fernandes
Chairman and Managing Director

ENERGY SYSTEMS & SOLUTIONS

AN ISO-9001-2008 COMPANY

GROWTH THROUGH INNOVATION



AUTHORISED HOLDER OF ASME 'U' STAMP & NATIONAL BOARD 'R' STAMP

26-A, INDUSTRIAL AREA, GOVINDPURA, BHOPAL-462 023 (MADHYA PRADESH) INDIA

Tel.: +91-755-2586691, 92, 93, 95, 2586922, Fax : +91-755-25870678, 2586619

E-mail : gei@geiind.com, Website.: www.geiind.com, Gram : HOLYCROSS

CIN No. L28112MP1993PLC008029



GEI INDUSTRIAL SYSTEMS LTD

EXTRACTS OF RESOLUTIONS PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S GEI INDUSTRIAL SYSTEMS LTD HELD ON JULY 31, 2014 AT BHOPAL

APPOINTMENT OF ADDITIONAL DIRECTOR AS INDEPENDENT DIRECTOR

“RESOLVED THAT Shri. Anil Chawla and Smt. Yogita Pant who were appointed as the additional directors of the company by the Board of Directors as per Section 161 of the Companies Act, 2013 be and is hereby elected and appointed as the Independent Directors of the Company to fill the vacancy and both the directors have signified their consent to act as the Independent directors of the company.

Explanatory Statement

Shri. Anil Chawla and Smt. Yogita Pant who were appointed as the additional directors of the company be and is hereby appointed as independent directors to comply with the provisions of clause 49 of the listing agreement and regards to the Companies act, 2013 in order to fulfil the statutory obligations as per the new definition of Independent Director as defined in Section 149 of the companies act, 2013”.

For GEI Industrial Systems Ltd.

C E Fernandes
Chairman & Managing Director

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GEI INDUSTRIAL SYSTEMS LTD

EXTRACT OF RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S GEI INDUSTRIAL SYSTEMS LTD HELD ON JULY 31, 2014 AT BHOPAL

RECONSTITUTE AN AUDIT COMMITTEE

"RESOLVED THAT the existing Audit Committee of the Board be and is hereby reconstituted with Shri Anil Chawla, Independent Director as Chairman and Smt. Yogita Pant, Independent Director; Shri C E Fernandes, Chairman & Managing Director. The role of the Audit Committee prescribed under the provisions of the Listing Agreement and also under Section 177 of the Companies Act, 2013 (upon notification by the Ministry of Corporate Affairs) shall be the terms of reference of the Audit Committee."

The following members are inducted into the Audit Committee

- | | |
|----------------------|------------|
| 1. Mr. ANIL CHAWLA | (CHAIRMAN) |
| 2. Smt. YOGITA PANT | (MEMBER) |
| 3. Mr. C E FERNANDES | (MEMBER) |

For GEI Industrial Systems Ltd

C E Fernandes
Chairman & Managing Director

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