

# **Saroja Malik**

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701 VASTU, 7<sup>TH</sup> FLOOR, BANDSTAND, BANDRA (WEST), MUMBAI – 400 050

Date: October 21, 2016

Department of Corporate Relations  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400001

Corporate Office  
National Stock Exchange of India Ltd  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex  
Bandra (E)  
Mumbai 400051

Director  
GI Engineering Solutions Limited  
73 - A SDF - III  
SEEPZ, Andheri E  
Mumbai 400096

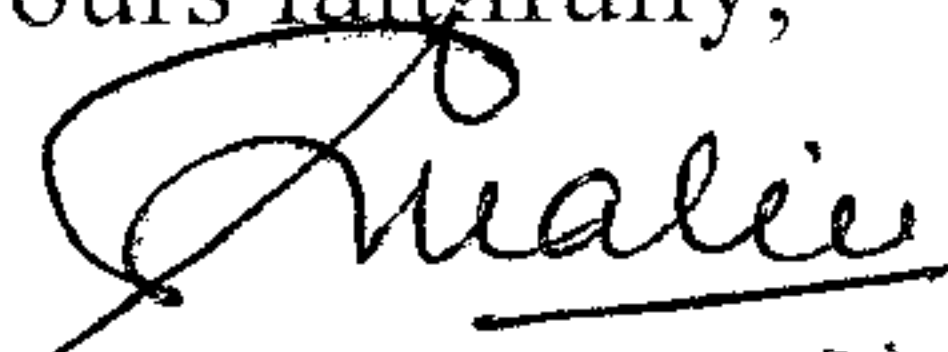
Dear Sir/Madam,

Re: Disclosure under Regulation 29(1) of Takeover Regulations

I attach the prescribed disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("***Takeover Regulations***").

Please acknowledge receipt of the same and take the disclosures on record.

Yours faithfully,

  
Saroja Siraj Malik

Enclosed as above

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## DISCLOSURE UNDER REGULATION 29(1) OF TAKEOVER REGULATIONS

### Part-A: Details of the Acquisition

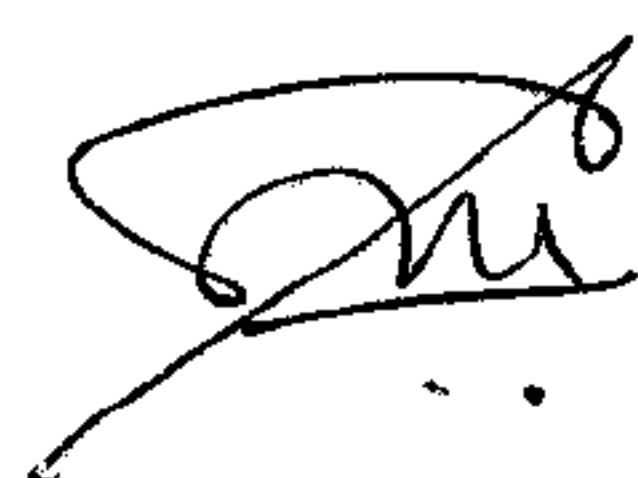
Name of the Target Company (TC)	GI Engineering Solutions Limited (" <b>GI</b> ")  Please refer to the note enclosed with this Form as Annexure A		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	NA		
Whether the acquirer belongs to Promoter/Promoter group	NA		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
<i>Details of the acquisition as follows</i>	<i>Number</i>	<i>% w.r.t. total share/voting capital wherever applicable (*)</i>	<i>% w.r.t. total diluted share/voting capital of TC (**)</i>
<b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>  a) Shares carrying voting rights  b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)  c) Voting rights (VR) otherwise than by shares  d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)  e) Total (a+b+c+d)	N/A	N/A	N/A



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<b>Details of acquisition:</b> a) Shares carrying voting rights acquired  b) VRs acquired otherwise than by shares  c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired  d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)  e) Total (a+b+c+/-d)	N/A	N/A	N/A
<b>After the acquisition, holding of acquirer along with PACs of:</b> a) Shares carrying voting rights  b) VRs otherwise than by equity shares  c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition  d) Shares in the nature of encumbrance(pledge/ lien/ non-disposal undertaking/ others)  e) Total (a+b+c+d)	N/A	N/A	N/A
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	NA		
Salient features of securities acquired including time till redemption, ratio at which it	NA		



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can be converted into equity shares, etc.	
Date of acquisition of/date of receipt of intimation of allotment of shares/VR/warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in TC	NA
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 8,61,18,780 divided into 86,11,878 Equity Shares of Rs. 10 each.
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 8,61,18,780 divided into 86,11,878 Equity Shares of Rs. 10 each.
Total diluted share/voting capital of the TC after the said acquisition	Rs. 8,61,18,780 divided into 86,11,878 Equity Shares of Rs. 10 each.

## Part-B: (\*\*\*)

**Name of Target Company: GI Engineering Solutions Limited**

<i>Name(s) of the Acquirer and PACs with the acquirer</i>	<i>Whether Acquirer belongs to Promoter/Promoter Group</i>	<i>PAN of the acquirer and/or PACs</i>
NA	NA	NA

**Signature of the Acquirer / Authorised Signatory:**



**Place: Mumbai**

**Date: October 21, 2016**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(\*\*\*) To be disclosed to the stock exchanges but shall not be disseminated



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## ‘ANNEXURE A’

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Department of Corporate Relations  
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Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400001

Corporate Office  
National Stock Exchange of India Ltd  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex  
Bandra (E)  
Mumbai 400051

Director  
GI Engineering Solutions Limited  
73 - A SDF - III  
SEEPZ, Andheri E  
Mumbai 400096

Dear Sir/Madam,

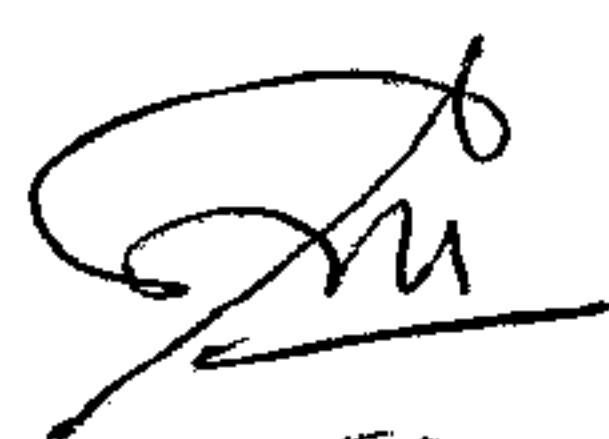
Re: Intimation of acquisition of shares in Kadam Holding Limited ("**Kadam**")

1. The persons belonging to Promoter & Promoter Group of GI Engineering Solutions Limited ("**Target Company**") and their respective shareholding are reproduced herein below:

<b>Promoter &amp; Promoter Group</b>	<b>% of shareholding as on June 30, 2016<sup>1</sup></b>
Mr. Sohel Malik	20.49
Mr. Sajid Malik	1.46
Mrs. Saroja Malik	1.40
Kilam Holdings Limited	16.01
Kadam Holding Limited	0.06

2. Mr. Sohel Malik held 100 (one hundred) percent of the total paid-up share capital of Kadam.
3. On November 06, 2015, Mr. Sohel Malik transferred by way of gift, the economic interest in 100% of the shares of Kadam held by him to his mother, Mrs. Saroja Malik.

<sup>1</sup>As reflected on the website of BSE Limited, where the shares of the Target Company are listed.



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4. The constitution of the Board of Directors of Kadam as on November 06, 2015 was as follows:

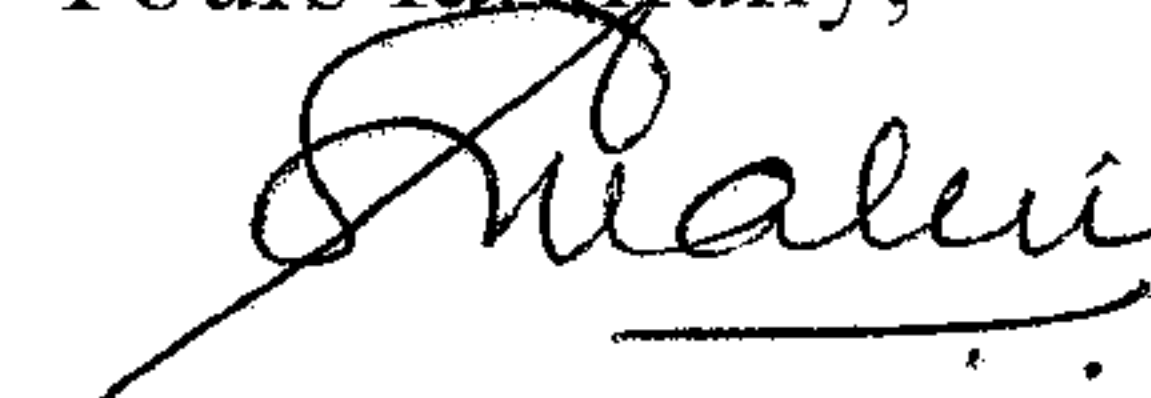
<i><b>Directors</b></i>	<i><b>Date of Appointment</b></i>
Noshir M. Chinwalla	February 08, 1999
Sohel Malik	February 08, 2002
Gawtam Gokool	July 16, 2014
Neeraj Nawaz	November 06, 2014

5. On August 29, 2016, Mr. Sohel Malik transferred all the shares in Kadam to Mrs. Saroja Malik, in which economic interest had already been transferred (refer para 3 above), in entirety and consequently the Board of Directors was reconstituted as follows:

<i><b>Directors</b></i>	<i><b>Date of Appointment</b></i>
Sohel Malik	February 08, 2002
Prakash Shimadry	August 29, 2016
Ashvin Rishiraj Aukhjee	August 29, 2016

6. The total shareholding of the Target Company of the Promoter Group as well as of each Promoter individually, with persons acting in concert, has not undergone any change. Likewise, the control over the Target Company has remained unchanged.
7. In view of paragraph 6 above, we believe no disclosures are required to be made under the SEBI Act. However, this disclosure is being made under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, merely by way of abundant caution.

Yours faithfully,

  
Saroja Siraj Malik