

**August 05, 2022**

To,

National Stock Exchange of  
India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G-Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai-400051,  
Maharashtra, India  
Scrip Code: GISOLUTIONS

BSE Limited  
1<sup>st</sup> Floor, New Trading Wing,  
Rotunda Building,  
P.J. Towers, Dalal Street,  
Fort, Mumbai-400001,  
Maharashtra, India  
Scrip Code: 533048

GI Engineering Solutions  
Limited  
73A SDF-III, SEEPZ,  
Andheri (East) Mumbai  
Maharashtra-400096, India

**Dear Sir/Madam,**

**Subject: Disclosure pursuant to Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Please find enclosed herewith the disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to acquisition of 34,26,154 Equity Shares of face value of INR 10/- each representing 39.78 % of the paid-up equity share capital of GI Engineering Solutions Limited.

You are requested to take the same in your records.

**For and on behalf of Acquirers**

**(Authorised Signatory)**

**Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011**

<b>Name of the Target Company (TC)</b>	GI Engineering Solutions Limited		
<b>Names of the Acquirer and Person Acting in Concert (PAC) with the Acquirer</b>	<ul style="list-style-type: none"> <li>– Mr. Vishesh Gupta</li> <li>– M/s. Vrindaa Advanced Materials Limited</li> </ul> (Hereinafter collectively referred to as Acquirers)		
<b>Whether the Acquirers belongs to Promoter/Promoter group</b>	No The Acquirers have entered into the Share Purchase Agreement (SPA) on March 04, 2022 to acquire substantial shares and control over the Target Company and in pursuant to the same has made an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011, the said Open Offer got completed on June 29, 2022. However, as on date of this disclosure the Acquirers has not been categorized in the Promoter and Promoter Group of the Target Company		
<b>Name(s) of the Stock Exchange(s) where the shares of TC are Listed</b>	National Stock Exchange of India Limited BSE Limited		
<b>Details of the acquisition as follows</b>	<b>Number of Shares</b>	<b>% w.r.t. total share/ voting capital wherever applicable</b>	<b>% w.r.t. total diluted share/ voting capital of the TC</b>
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights			
– Mr. Vishesh Gupta	0	0.00	0.00
– M/s. Vrindaa Advanced Materials Limited	0	0.00	0.00
b) Shares in the nature of encumbrance	0	0.00	0.00
c) Voting rights (VR) otherwise than by shares	0	0.00	0.00

d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC acquired/sold	0	0.00	0.00
<b>e) Total (a+b+c+d)</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Details of acquisition:</b>			
a) Shares carrying voting rights			
– Mr. Vishesh Gupta	8,99,194	10.44	10.44
– M/s. Vrindaa Advanced Materials Limited	25,26,960	29.34	29.34
b) VRs acquired /sold otherwise than by shares	0	0.00	0.00
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC acquired/sold	0	0.00	0.00
d) Shares encumbered / invoked/released by the acquirer	0	0.00	0.00
<b>e) Total (a+b+c+d)</b>	<b>34,26,154</b>	<b>39.78</b>	<b>39.78</b>
<b>After the acquisition holding of:</b>			
a) Shares carrying voting rights			
– Mr. Vishesh Gupta	8,99,194	10.44	10.44
– M/s. Vrindaa Advanced Materials Limited	25,26,960	29.34	29.34
b) Shares encumbered with the acquirer	0	0.00	0.00
c) VRs otherwise than by shares	0	0.00	0.00
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC after acquisition	0	0.00	0.00
<b>e) Total (a+b+c+d)</b>	<b>34,26,154</b>	<b>39.78</b>	<b>39.78</b>

<b>Mode of acquisition</b>	<ul style="list-style-type: none"> <li>– 37,038 equity shares representing 0.43% of the paid-up equity share capital of the Target Company were tendered under the Open Offer</li> <li>– 33,89,116 equity shares representing 39.35% of the paid-up equity share capital of the Target Company were acquired upon execution of Share Purchase Agreement</li> </ul>
<b>Date of acquisition/<del>sale of shares/VR or date of receipt of intimation of allotment of shares whichever is applicable</del></b>	June 29, 2022 to August 03, 2022
<b>Equity share capital / total voting capital of the TC before the said acquisition</b>	INR 8,61,18,780 (Indian Rupees Eight Crore Sixty One Lakh Eighteen Thousand Seven Hundred Eighty only) divided into 86,11,878 (Eighty Six Lakh Eleven Thousand Eight Hundred Seventy Eight) Equity Shares of INR 10.00 (Indian Rupees Ten only) each.
<b>Equity share capital/ total voting capital of the TC after the said acquisition</b>	INR 8,61,18,780 (Indian Rupees Eight Crore Sixty One Lakh Eighteen Thousand Seven Hundred Eighty only) divided into 86,11,878 (Eighty Six Lakh Eleven Thousand Eight Hundred Seventy Eight) Equity Shares of INR 10.00 (Indian Rupees Ten only) each.
<b>Total diluted share/voting capital of the TC after the said acquisition</b>	INR 8,61,18,780 (Indian Rupees Eight Crore Sixty One Lakh Eighteen Thousand Seven Hundred Eighty only) divided into 86,11,878 (Eighty Six Lakh Eleven Thousand Eight Hundred Seventy Eight) Equity Shares of INR 10.00 (Indian Rupees Ten only) each.

**Part-B**

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

<b>Name(s) of the Acquirer and Persons Acting in Concert (PAC) with the Acquirer</b>	<b>Whether the Acquirer belongs to Promoter/ Promoter group</b>	<b>PAN of the Acquirer and/ or PACs</b>
Mr. Vishesh Gupta	No	AIAPG4936H
Vrindaa Advanced Materials Limited	No	AAECP4144R

**For and on behalf of Acquirers**

**(Authorised Signatory)**

**Place: New Delhi**

**Date: August 05, 2022**

**Transactions wise details of the acquisition**

<b>Particular</b>	<b>Transaction Date</b>	<b>Name of the Acquirer</b>	<b>Name of Seller</b>	<b>Number of shares acquired</b>	<b>% of shares acquired</b>
(A) Transaction pursuant to execution of SPA	August 3, 2022	Vishesh Gupta	Mr. Sajid Siraj Malik	3,18,995	3.70
		Vishesh Gupta	Mrs. Saroja Malik	5,70,121	6.62
		Vrindaa Advanced Materials Ltd.	Mrs. Saroja Malik	25,00,000	29.03
<b>Total (A)</b>				<b>33,89,116</b>	<b>39.35</b>
(B) Shares tendered under Open Offer by the Public Shareholders	June 29, 2022	Vishesh Gupta	Public Shareholders tendered their shares under Open Offer	10,078	0.12
		Vrindaa Advanced Materials Ltd.		26,960	0.31
<b>Total (B)</b>				<b>37,038</b>	<b>0.43</b>
<b>Total (A+B)</b>				<b>34,26,154</b>	<b>39.78</b>