



# GI ENGINEERING SOLUTIONS LIMITED

CIN: L74110DL2006PLC413221

Regd. Office : Unit 1308, Aggarwal Corporate Heights, Netaji Subhash Palace,  
New Delhi-110034.

Tel. No. : 011-44789583; Website : www.giesl.in; E-mail : cs@giesl.in

August 19, 2023

*Listing Compliance Department*  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai 400051

*Listing Compliance Department*  
**BSE Limited**  
Phirozee Jeejeebhoy  
Towers, Dalal Street, Fort,  
Mumbai - 400 001

**NSE Symbol: GISOLUTION**

**Scrip Code: 533048**

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Ma'am,

Pursuant to the Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Notice of Postal Ballot dated August 19, 2023 that has been sent to the members on August 21, 2023 for seeking their approval by means of postal ballot through remote e-voting on the following business items:

S. No	Description of Resolution(s)	Type of Resolution
1	To approve alteration in object clause of Memorandum of Association of the Company	Special
2	To approve change the name of the company and consequent alteration in name clause of the Memorandum and Article of association of the company	Special
3	To appoint Mr. Mohaan Nadaar (DIN: 03012355) as managing director of the company	Special
4	To appoint Ms. Ketki Bhavin Mehta (DIN: 05341758) as whole-time director cum chief operating officer of the company	Special
5	To appoint Ms. Suchitra Krishnamoorthi (DIN: 08966730) as a non-executive, independent director of the company	Special
6	To appoint Mr. Ketan Chandrakant Mehta (DIN: 00434115) as a non-executive, independent director of the company	Special
7	To approve preferential allotment of upto 5,00,00,000 (five crores only) fully convertible warrants to the persons belonging to non-promoter, public category	Special

The Postal Ballot Notice has been sent to the members holding shares of the Company as on Cut-off date i.e., August 18, 2023, by e-mail to those Members who have already registered their e-mail address with their depository participant/s or the Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited.



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The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members. The e-voting facility will be available during the following period:

<b>Commencement of e-Voting</b>	Tuesday, August 22, 2023 (9.00 AM.)
<b>End of e-Voting</b>	Wednesday, September 20, 2023 (5.00 PM)

We request you to kindly take the above information on record and oblige.

Thanking You,

Yours faithfully,  
*for GI Engineering Solutions Limited*

**Deepak (ICSI M. No. A64119)**  
**Company Secretary & Compliance Officer**



**GI ENGINEERING SOLUTIONS LIMITED**

**CIN: L74110DL2006PLC413221**

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New Delhi-110034

**Tel No:** 011-44789583

**Website:** [www.giesl.in](http://www.giesl.in); **E-mail ID:** [cs@giesl.in](mailto:cs@giesl.in)

**NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 110 of the Companies Act, 2013 read with  
Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars"), and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the special businesses set out below and proposed to be passed by the members of **GI Engineering Solutions Limited ("Company")**, by means of Ordinary/Special Resolutions through the process of by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

Approval of Members of the Company is sought for:

- 1. TO APPROVE ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**
- 2. TO APPROVE CHANGE THE NAME OF THE COMPANY AND CONSEQUENT ALTERATION IN NAME CLAUSE OF THE MEMORANDUM AND ARTICLE OF ASSOCIATION OF THE COMPANY**
- 3. TO APPOINT MR. MOHAAN NADAAR (DIN: 03012355) AS MANAGING DIRECTOR OF THE COMPANY**
- 4. TO APPOINT MS. KETKI BHAVIN MEHTA (DIN: 05341758) AS WHOLE-TIME DIRECTOR CUM CHIEF OPERATING OFFICER OF THE COMPANY**
- 5. TO APPOINT MS. SUCHITRA KRISHNAMOORTHY (DIN: 08966730) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY**
- 6. TO APPOINT MR. KETAN CHANDRAKANT MEHTA (DIN: 00434115) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY**
- 7. TO APPROVE PREFERENTIAL ALLOTMENT OF UPTO 5,00,00,000 (FIVE CRORES ONLY) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO NON-PROMOTER, PUBLIC CATEGORY**

The Company seeks consent of members for the aforesaid proposal through resolutions specified below. An Explanatory Statement under Section 102(1) of the Act setting out the required material

facts relating to the resolutions are annexed and are sent to you along with this Postal Ballot Notice for your consideration and approval.

The appended Resolutions shall be deemed to have been passed, if approved by requisite majority.

The Board has, in compliance with Rule 22(5) of the aforesaid Rules, has appointed M/s. Kumar G & Co., Company Secretaries as the Scrutinizer, ("**Scrutinizer**") for conducting the postal ballot (remote e-voting) process in a fair and transparent manner.

The Company has availed e-voting services from National Securities Depository Limited ("NSDL").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and Pursuant to the abovesaid various circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. **Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.**

The communication of the assent or dissent of the Members would only take place through the remote e-voting system. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s).

**In light of the above circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is offering the facility of e-voting to all its members to enable them to cast their votes electronically only.** Members are requested to follow the procedure as stated in the Notes to this Postal Ballot Notice for casting of votes by electronic mode.

After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Executive Director of the Company. The result of the Postal Ballot would be announced by the Executive Director or by any person as may be authorized by him on and before Thursday, September 21, 2023 and the same shall be communicated to the Stock Exchanges, where shares of the Company are listed i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and displayed along with the Scrutinizer's Report on the Company's Website i.e. [www.giesl.in](http://www.giesl.in) and on the website of the National Securities Depository Limited at <https://www.evoting.nsdl.com>.

#### **SPECIAL BUSINESSES:**

##### **Item of businesses requiring consent of shareholders through Postal Ballot (remote e-voting):**

The members are requested to consider and if thought fit, pass the following resolution(s):

#### **1. TO APPROVE ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be

required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), consent of the members be and is hereby accorded to amend Clause III (the Object Clause) of the Memorandum of Association of the Company in the following manner:

By inserting following object after the existing sub clause 5 of Clause III(A) (Main Objects) of Memorandum of Association of the Company:

*6. To carry on the business of developing, producing, distribution, marketing and financing of all kinds commercial feature films, content Production, animation, graphics, CGI movies, AI powered features films, making of OTT films, cine films, talkie films, telefilms, advertising films, documentaries, animation, TV Serials, motion pictures, studio building with sound stages, music production, music composition, recording studio, music programs, television programmes, conducting events, films festivals, concerts and organization of live shows, event management, television channels, film production equipment, channel operators, publishers, advertisers and other allied & related activities in India and abroad.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.

**2. TO APPROVE CHANGE THE NAME OF THE COMPANY AND CONSEQUENT ALTERATION IN NAME CLAUSE OF THE MEMORANDUM AND ARTICLE OF ASSOCIATION 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 4, 5, 13, 14 and 15 of the Companies Act, 2013 ("Act") and rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as applicable, the Memorandum of Association and Articles of Association of the Company and subject to the approval, consent, sanction and permission of the Central Government, Ministry of Corporate Affairs, Stock Exchanges, and any other appropriate Regulatory and Statutory Authorities, as may be necessary, consent of the Members of the Company be and is hereby accorded for change of name of the Company from **"GI Engineering Solutions Limited"** to **"Teamo Productions HQ Limited"**.

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the Memorandum of Association and the Articles of Association, and other relevant documents, papers and places, as applicable shall stand altered as below:

I. The Name of the Company is **"Teamo Productions HQ Limited."**

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Director and / or Company Secretary of the Company be and are hereby severally authorized to file all the necessary Forms and / or Returns and make the application to the Central Registration Centre, Registrar of Companies and / or to Central Government and / or to Statutory Authorities for approval for the change of name as above and to do such other acts, things and deeds as may be necessary to give effect to this resolution."

**3. TO APPOINT MR. MOHAAN NADAAR (DIN: 03012355) AS MANAGING DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Mohaan Nadaar (DIN: 03012355) who was appointed as Additional Director (Executive) by the Board of Directors on August 12, 2023 in terms of Section 161 of the Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the company be and is hereby accorded for the appointment of Mr. Mohaan Nadaar (DIN: 03012355) as Managing Director of the Company of the company for a term of five years commencing from August 12, 2023 to August 11, 2028 on payment of annually remuneration of Rs. 30,00,000/- (Rupees Thirty Lakh only), to be increased by inflationary standard annually including base salary, variable pay, perquisites, various allowances, bonus & other benefits etc., and the aforesaid remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment as minimum remuneration in terms Part II of Schedule V of Companies Act, 2013, with liberty to the Board (" Board") to alter and vary the terms & conditions of the said appointment in such manner as may be agreed between the Board and Mr. Mohaan Nadaar and approved by Nomination and Remuneration Committee in terms of applicable provisions of the law.

**RESOLVED FURTHER THAT** Mr. Mohaan Nadaar, appointed as Managing Director of the Company shall be liable to retire by rotation and being eligible offers himself for reappointment and the reappointment as such shall not be deemed to constitute a break in his office as Managing Director of the Company.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to schedule V to the Companies Act, 2013, or as a part of periodic review, on the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors or a Committee thereof be and is hereby authorised to vary or increase the remuneration including salary, perquisites, allowances, etc. and the said terms of remuneration of Mr. Mohaan Nadaar (DIN: 03012355) be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**4. TO APPOINT MS. KETKI BHAVIN MEHTA (DIN: 05341758) AS WHOLE-TIME DIRECTOR CUM CHIEF OPERATING OFFICER OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Ms. Ketki Bhavin Mehta (DIN: 05341758) who was appointed as Additional Director (Executive) by the Board of Directors on August 12, 2023 in terms of Section 161 of the Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the company be and is hereby accorded for the appointment of Ms. Ketki Bhavin Mehta (DIN: 05341758) as Whole-Time Director cum Chief Operating Officer of the Company of the company for a term of five years commencing from August 12, 2023 to August 11, 2028 on payment of annually remuneration of Rs. 24,00,000/- (Rupees Twenty Four Lakh only), to be increased by inflationary standard annually including base salary, variable pay, perquisites, various allowances, bonus & other benefits etc., and the aforesaid remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment as minimum remuneration in terms Part II of Schedule V of Companies Act, 2013, with liberty to the Board (" Board") to alter and vary the terms & conditions of the said appointment in such manner as may be agreed between the Board and Ms. Ketki Bhavin Mehta and approved by Nomination and Remuneration Committee in terms of applicable provisions of the law.

**RESOLVED FURTHER THAT** Ms. Ketki Bhavin Mehta, appointed as Whole-Time Director cum Chief Operating Officer of the Company shall be liable to retire by rotation and being eligible offers herself for reappointment and the reappointment as such shall not be deemed to constitute a break in her office as Whole-Time Director cum Chief Operating Officer of the Company.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to schedule V to the Companies Act, 2013, or as a part of periodic review, on the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors or a Committee thereof be and is hereby authorised to vary or increase the remuneration including salary, perquisites, allowances, etc. and the said terms of remuneration of Ms. Ketki Bhavin Mehta (DIN: 05341758) be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**5. TO APPOINT MS. SUCHITRA KRISHNAMOORTHY (DIN: 08966730) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Ms. Suchitra Krishnamoorthi (DIN: 08966730) who was appointed as Additional Director (Non-Executive, Independent) by the Board of Directors on August 19, 2023 in terms of Section 161 of the Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, and the Articles of Association of the Company, the approval of the members of the company be and is hereby accorded for the appointment of Ms. Suchitra Krishnamoorthi (DIN: 08966730), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing August 19, 2023 through August 18, 2023 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**6. TO APPOINT MR. KETAN CHANDRAKANT MEHTA (DIN: 00434115) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Ketan Chandrakant Mehta (DIN: 00434115) who was appointed as Additional Director (Non-Executive, Independent) by the Board of Directors on August 19, 2023 in terms of Section 161 of the Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.



**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, and the Articles of Association of the Company, the approval of the members of the company be and is hereby accorded for the appointment of Mr. Ketan Chandrakant Mehta (DIN: 00434115), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing August 19, 2023 through August 18, 2023 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**7. TO APPROVE PREFERENTIAL ALLOTMENT OF UPTO 5,00,00,000 (FIVE CRORES ONLY) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO NON-PROMOTER, PUBLIC CATEGORY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the listing agreement executed with the Stock Exchanges, where the shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 5,00,00,000 (Five Crores only) Fully Convertible Warrants ("Warrants") carrying a right exercisable by the Warrant holder to subscribe to one Equity Share of face value of Rs. 10/- (Rupee Ten Only) each per Warrant, to persons belonging to 'Non-Promoter, Public

Category', at an issue price of Rs. 15/- (Rupees Fifteen Only) in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 75,00,00,000/- (Rupees Seventy-Five Crores only), on such further terms and conditions as detailed herein below, to the below mentioned persons ("Proposed Allottees"):

S. No.	Name of the Proposed Allottees	Category	Warrants Quantity*
1	Mr. Mohaan Nadaar	Individual	40,00,000
2	M/s. AG Dynamic Funds Limited	FPI/QIB	42,50,000
3	M/s. Vikasa Global Fund PCC	FPI/QIB	42,50,000
4	M/s. Minerva Ventures Fund	FPI/QIB	50,00,000
5	M/s. Forbes EMF	FPI/QIB	50,00,000
6	M/s. Advikca Finvest Limited	Body Corporate	35,00,000
7	M/s. Aryadeep Tie Up Private Limited	Body Corporate	40,00,000
8	M/s. Kiwi Dealcom Private Limited	Body Corporate	40,00,000
9	M/s. Mariango Trading Private Limited	Body Corporate	40,00,000
10	M/s. Pearl Dealers Private Limited	Body Corporate	40,00,000
11	M/s. Moppingtopping Trading Private Limited	Body Corporate	40,00,000
12	M/s. Chillypot Trading Private Limited	Body Corporate	40,00,000
<b>Total</b>			<b>5,00,00,000</b>

*\*maximum quantity of warrants proposed to be allotted to respective allottee in the proposed Preferential Issue*

**RESOLVED FURTHER THAT** the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is Monday, August 21, 2023 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. September 20, 2023).

**RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) The conversion of warrants into equity shares is to be done on or before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants, being allotted to the Proposed Allottees, at the discretion of Board of Directors or Board Committee, may be listed on the Stock Exchanges in terms of Chapter V of SEBI (ICDR) Regulations.

- f) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- g) Warrants shall be issued and allotted by the Company only in dematerialized form.
- h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- j) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- k) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.”

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Managing Director and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders/board.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Managing Director and/or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so

doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

by order of the board of  
**GI Engineering Solutions Limited**

**DEEPAK** Digitally  
signed by  
DEEPAK

**Deepak**  
**Company Secretary & Compliance Officer**

Date: August 19, 2023  
Place: Delhi

## NOTES

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out the material facts concerning the businesses to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
2. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. **Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.**

The communication of the assent or dissent of the Members would only take place through the remote e-voting system. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s).

3. The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on August 18, 2023 (cut-off date). The Postal Ballot Notice is being sent to the Members who have registered their e-mail IDs for receipt of documents in electronic form to their e-mail addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”). For Members who have not registered their e-mail address so far, are requested to register their e-mail address by sending an e-mail to the Company/RTA directly.
4. The Board of Directors (“The Board”) has appointed M/s. Kumar G & Co., Company Secretaries, as the Scrutinizer, for conducting the postal ballot (remote e-voting) process in a fair and transparent manner.
5. Member(s) whose names appear on the Register of Members/List of Beneficial Owner(s) as on the cut-off date i.e. August 18, 2023, will be considered for the purpose of e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only
6. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed through postal ballot and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system which will be provided by NSDL.
7. The voting period begins on Tuesday, August 22, 2023 (9.00 AM.) and ends on Wednesday, September 20, 2023 (5.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 18, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

8. Member(s) having any grievance(s) pertaining to Postal Ballot process can contact to Mr. Deepak, Company Secretary, Tel: 9811934908, and email id: [cs@giesl.in](mailto:cs@giesl.in)
9. The Scrutinizer will collate the votes downloaded from the e-voting system to declare the result for each of the resolution forming part of the Notice of Postal Ballot. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
10. After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Executive Director of the Company.
11. The result of the Postal Ballot would be announced by the Executive Director or by any person as may be authorized by him on and before Thursday, September 21, 2023 and the same shall be communicated to the Stock Exchanges, where shares of the Company are listed i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and displayed along with the Scrutinizer's Report on the Company's Website i.e. [www.giesl.in](http://www.giesl.in) and on the website of the National Securities Depository Limited at <https://www.evoting.nsdl.com>.
12. Members may download the Notice from the Company's website at [www.giesl.in](http://www.giesl.in) or from NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com)
13. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e. September 20, 2023.
14. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. August 18, 2023.

## INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

The manner of voting by (a) individual shareholders holding shares of the Company in demat mode, (b) Shareholders other than individuals, holding shares of the Company in demat mode and shareholders holding securities in physical mode and c) Shareholders who have not registered their e-mail address/mobile, is explained in the instructions given herein below:

### **How do I vote electronically using NSDL e-Voting system?**





*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**  
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section , this will prompt you to enter your

	<p>existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on</li> </ol>

	<p>registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :



<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [kumargpankaj@gmail.com](mailto:kumargpankaj@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [cs@giesl.in](mailto:cs@giesl.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, 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 [cs@giesl.in](mailto:cs@giesl.in)
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO**

### **Item No. 1**

The Board of Directors of your company has, considering the company's long-term business plan to expand its business further into different segments and to utilize the resources in more optimum ways, decided in their duly convened Board Meeting held on August 12, 2023 to amend, subject to members approval, the Object Clause of the Memorandum of Association of the Company, which will enable your Company to take certain new activities, in addition to company's existing businesses, relating to film production, distribution and allied businesses more particularly described in the resolution proposed for members approval.

This amendment is aiming to expand the Company's scope of operations, diversify in new business segments, and thereby augment not only the revenues but profits as well in years to come and accordingly, the Board of Directors of your Company has approved and recommended amendment to the object clause of the MOA by inserting the new clause after the existing sub clause 5 of the Clause III(A) (Main Objects) of Memorandum of Association of the Company, as detailed in the resolution stated at item No. 1 of this notice.

The proposed alteration/amendment to MOA requires the approval of the Shareholders by means of Special Resolution(s) pursuant to the provisions of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and accordingly, Board recommends the resolution set out at Item No. 1 of this notice for the approval of the members by means of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any.

### **Item No.2**

The Members may note that the Board of Directors of the Company at its meeting held on August 12, 2022, had approved the proposal for change of name of the Company from "GI Engineering Solutions Limited" to "Teamo Productions HQ Limited" to reflect the company's business activities more appropriately, sync as per the contemporary business environment, enhance its brand-equity, subject to the approval of Central Government, the Members of the Company and other Regulatory authorities.

The Registrar of Companies/CRC has approved the availability of the proposed name 'Teamo Productions HQ Limited'. The provisions of the Companies Act, 2013 and rules made thereunder requires the Company to obtain approval of Members by a Special Resolution for effecting change in the Company name and consequential alteration in the Memorandum and the Articles of Association.

Certificate from a Practicing Chartered Accountant stating compliance with conditions provided in sub-regulation (1) of regulation 45 of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 is as enclosed as **Annexure -A**.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of Ministry of Corporate Affairs.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice, except to the extent of their shareholding, if any.

### **Item No.3**

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Mohaan Nadaar (DIN: 03012355), was appointed as an Additional Director (Executive) on the Board of the Company with effect from August 12, 2023.

Pursuant to provisions of Section 161 of the Act, an additional director shall hold office up to the date of the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, is of the view that continuation of Mr. Mohaan Nadaar as a Director of the Company is desirable and would be beneficial to the Company.

Mr. Mohaan Nadaar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Further, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of your Company in its meeting held on August 12, 2023 appointed Mr. Mohaan Nadaar (DIN: 03012355) as Managing Director of the Company August 12, 2023, liable to retire by rotation, for a period of five years effective from August 12, 2023 itself, subject to approval of the shareholders.

The Board, while appointing Mr. Mohaan Nadaar as Managing Director of the Company, considered his rich background and experience. The Brief profile and specific areas of expertise of Mr. Mohaan Nadaar are provided as **Annexure-B** to this Notice.

The main terms and conditions relating to the appointment and remuneration of Mr. Mohaan Nadaar as Managing Director of the Company are as follows:

#### **(1) Term of Appointment**

For a period of 5 years i.e. from August 12, 2023 to August 11, 2028

#### **(2) Nature of Duties:**

The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

#### **(3) Remuneration**

Remuneration of Rs. 30,00,000/- per annum including base salary, variable pay, perquisites, various allowances, bonus & other benefits etc., to be increased by inflationary standard annually based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance.

#### **(4) Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Mohaan Nadaar, the Company has no profits or its profits are inadequate, the Company will pay him aforesaid remuneration as minimum remuneration in terms Part II of Schedule V of Companies Act, 2013 by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

#### **(5) Other Terms of Appointment**

- a. The Managing Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- b. The terms and conditions of the appointment of the Managing Director and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.
- c. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Managing Director unless specifically provided otherwise.
- d. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/ Performance Linked Incentive/ Commission (paid at the discretion of the Board), in lieu of such notice. Further, the employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice, if he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations, instructions of the Board or in the event the Board expresses its loss of confidence in the Managing Director.
- e. The terms and conditions of appointment of Managing Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, noncompetition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and Remuneration Committee, approval of the Members is sought for the appointment and remuneration of Mr. Mohaan Nadaar as Managing Director as set out above.

The Board recommends the resolution set forth in Item No. 3 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Mohaan Nadaar to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

#### **Item No.4**

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Ms. Ketki Bhavin Mehta (DIN: 05341758), was appointed as an Additional Director (Executive) on the Board of the Company with effect from August 12, 2023.

Pursuant to provisions of Section 161 of the Act, an additional director shall hold office up to the date of the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, is of the view that continuation of Ms. Ketki Bhavin Mehta as a Director of the Company is desirable and would be beneficial to the Company.

Ms. Ketki Bhavin Mehta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Further, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of your Company in its meeting held on August 12, 2023 appointed Ms. Ketki Bhavin Mehta (DIN: 05341758) as Managing Director of the Company August 12, 2023, liable to retire by rotation, for a period of five years effective from August 12, 2023 itself, subject to approval of the shareholders.

The Board, while appointing Ms. Ketki Bhavin Mehta as Whole-time Director cum Chief Operating Officer of the Company, considered his rich background and experience. The Brief profile and specific areas of expertise of Ms. Ketki Bhavin Mehta are provided as **Annexure-B** to this Notice.

The main terms and conditions relating to the appointment and remuneration of Ms. Ketki Bhavin Mehta as Whole-time Director cum Chief Operating Officer of the Company are as follows:

#### **(1) Term of Appointment**

For a period of 5 years i.e. from August 12, 2023 to August 11, 2028

#### **(2) Nature of Duties:**

The Whole-time Director cum Chief Operating Officer shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to his, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

#### **(3) Remuneration**

Remuneration of Rs. 24,00,000/- per annum including base salary, variable pay, perquisites, various allowances, bonus & other benefits etc., to be increased by inflationary standard annually based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance.

#### **(4) Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Ms. Ketki Bhavin Mehta, the Company has no profits or its profits are inadequate, the Company will pay her aforesaid remuneration as minimum remuneration in terms Part II of Schedule V of Companies Act, 2013 by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

#### **(5) Other Terms of Appointment**

- a. The Whole-time Director cum Chief Operating Officer, so long as she functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- b. The terms and conditions of the appointment of the Whole-time Director cum Chief Operating Officer and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Whole-time Director cum Chief Operating Officer, subject to such approvals as may be required.
- c. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Whole-time Director cum Chief Operating Officer unless specifically provided otherwise.
- d. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/ Performance Linked Incentive/ Commission (paid at the discretion of the Board), in lieu of such notice. Further, the employment of the Whole-time Director cum Chief Operating Officer may be terminated by the Company without notice or payment in lieu of notice, if he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations, instructions of the Board or in the event the Board expresses its loss of confidence in the Whole-time Director cum Chief Operating Officer.
- e. The terms and conditions of appointment of Whole-time Director cum Chief Operating Officer also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, noncompetition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and Remuneration Committee, approval of the Members is sought for the appointment and remuneration of Ms. Ketki Bhavin Mehta as Whole-time Director cum Chief Operating Officer as set out above.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Ms. Ketki Bhavin Mehta to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

## Item No.5

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Ms. Suchitra Krishnamoorthi (DIN: 08966730) was appointed as an Additional Director (Non-Executive, Independent) on the Board of the Company with effect from August 19, 2023.

Pursuant to provisions of Section 161 of the Act, an additional director shall hold office up to the date of the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, is of the view that continuation of Ms. Suchitra Krishnamoorthi as a Director of the Company is desirable and would be beneficial to the Company.

Ms. Suchitra Krishnamoorthi is not disqualified from being appointed as a Director of the Company.

Further, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on August 19, 2023 approved the appointment of Ms. Suchitra Krishnamoorthi as an Independent Director with effect from August 19, 2023 to August 18, 2028 (both days inclusive) not liable to retire by rotation, subject to the approval of the shareholders, based on her skills, experience, knowledge.

The Company has received a declaration from Ms. Suchitra Krishnamoorthi confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Ms. Suchitra Krishnamoorthi to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Ms. Suchitra Krishnamoorthi fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for her Appointment as an Independent Director of the Company and is independent of the Management.

Further, Ms. Suchitra Krishnamoorthi has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

The resolution seeks the approval of members for the appointment of Ms. Suchitra Krishnamoorthi as an Independent director of the Company up to August 18, 2028, pursuant to applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Ms. Suchitra Krishnamoorthi is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 5 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 5 of this Notice for the approval of the Members by way of passing a Special Resolution.

Additional information in respect of Ms. Suchitra Krishnamoorthi and Brief Profile, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is given as part of **Annexure-B** to this Notice.



## Item No.6

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Ketan Chandrakant Mehta (DIN: 00434115) was appointed as an Additional Director (Non-Executive, Independent) on the Board of the Company with effect from August 19, 2023.

Pursuant to provisions of Section 161 of the Act, an additional director shall hold office up to the date of the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, is of the view that continuation of Mr. Ketan Chandrakant Mehta as a Director of the Company is desirable and would be beneficial to the Company.

Mr. Ketan Chandrakant Mehta (DIN: 00434115) is not disqualified from being appointed as a Director of the Company.

Further, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on August 19, 2023 approved the appointment of Mr. Ketan Chandrakant Mehta (DIN: 00434115) as an Independent Director with effect from August 19, 2023 to August 18, 2028 (both days inclusive) not liable to retire by rotation, subject to the approval of the shareholders, based on his skills, experience, knowledge.

The Company has received a declaration from Mr. Ketan Chandrakant Mehta (DIN: 00434115) confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Ketan Chandrakant Mehta (DIN: 00434115) to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Ketan Chandrakant Mehta (DIN: 00434115) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his Appointment as an Independent Director of the Company and is independent of the Management.

Further, Mr. Ketan Chandrakant Mehta (DIN: 00434115) has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

The resolution seeks the approval of members for the appointment of Mr. Ketan Chandrakant Mehta (DIN: 00434115) as an Independent director of the Company up to August 18, 2028, pursuant to applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Ketan Chandrakant Mehta (DIN: 00434115) is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 6 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 6 of this Notice for the approval of the Members by way of passing a Special Resolution.

Additional information in respect of Mr. Ketan Chandrakant Mehta (DIN: 00434115) and Brief Profile, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is given as part of **Annexure -B** to this Notice.

## Item No.7

The Special Resolution contained in Item No. 7 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 5,00,00,000 (Five Crores only) Fully Convertible Warrants ("Warrants") carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to persons belonging to 'Non-Promoter, Public Category', on preferential basis, at an issue price of Rs. 15/- (Rupees Fifteen Only) in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 75,00,00,000/- (Rupees Seventy-Five Crores only).

The proposed Preferential Issue is to be issued to the persons belonging to 'Non-Promoter, Public Category' as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on August 19, 2023.

The approval of the members is accordingly being sought by way of passing a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 7 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

### **I. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price**

The Board of Directors at its meeting held on August 19, 2023 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 5,00,00,000 (Five Crores only) Fully Convertible Warrants at an issue price of Rs. 15/- (Rupees Fifteen Only) for an aggregate amount of up to Rs. 75,00,00,000/- (Rupees Seventy-Five Crores only) for cash, by way of a preferential issue to the persons belonging to 'Non-Promoter, Public Category'.

### **II. Objects of the Preferential Issue**

#### **Objects of the proposed Fund Raising under separate head:**

Subject to applicable laws and regulations, our Company intends to use the Net Proceeds to finance (in whole or part) one or more, or any combination of the following: (a) working capital requirements, including repayment or prepayment thereof, meeting various expenditure of the Company including contingencies;; (b) capital expenditure, including towards development, refurbishment and renovation of our assets (c) any other cost incurred towards the main business objects of the Company; and (d) financing of business opportunities, strategic initiatives; and/or (e) general corporate purpose

The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

Though the requirement stipulated by BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore

### **Schedule of Implementation and Deployment of Funds**

Since present preferential issue is for convertible warrants, issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds, latest by June, 2025.

### **Interim Use of Proceeds**

Our management will have flexibility in deploying the Proceeds received by our Company from the Preferential Issue in accordance with applicable laws. Pending utilisation for the purposes described above, our Company intends to temporarily invest funds in creditworthy instruments, including money market mutual funds and deposits with banks. Such investments would be in accordance with the investment policies as approved by our Board from time to time and applicable laws.

### **III. Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of warrants is Monday, August 21, 2023 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. September 20, 2023).

### **IV. Basis on which the price has been arrived at and justification for the price (including premium, if any);**

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. Also, the allotment to the proposed allottees belonging to Public Category would be more than 5% of the post issue fully diluted share capital. Thus, in compliance with the Regulation 166A of the SEBI (ICDR) Regulations, 2015 as the preferential issue to the proposed allottees is more than 5% of the post issue fully diluted share capital of the Company, the minimum issue price per warrant is higher of the price determined through following methods was considered:

a) The Equity Shares of the Company are listed on NSE and are frequently traded as per provisions of ICDR Regulations. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the warrants may be issued computes to Rs. 13.49/- each.

b) The price determined through Valuation report of Mr. Hitesh Jhamb, Registered Valuer (IBBI/RV/11/2019/12355) i.e., Rs. 13.35/- per warrant. The said report is available on the website of the Company at [www.giesl.in](http://www.giesl.in)

c) Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis

After considering the above, management of the company decided to issue these warrants to be allotted on preferential basis to the proposed allottees at a price of Rs. 15/- (Rupees Fifteen Only) each.

**V. Amount which the company intends to raise by way of such securities;**

Aggregate amount of up to Rs. 75,00,00,000/- (Rupees Seventy-Five Crores only)

**VI. Name and address of valuer who performed valuation;**

Mr. Hitesh Jhamb, Registered Valuer (IBBI/RV/11/2019/12355), 116, FF, Cloud 9, Sector 1, Vaishali, Ghaziabad-201010

**VII. Principal terms of Assets charged as securities:** Not Applicable

**VIII. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable

**IX. Valuation for consideration other than cash:** Not Applicable

**X. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:**

The Director of the Company are subscribing to the issue to the extent of number of warrants proposed to be issued written against their names as detailed in the following table:

S. No.	Name of Allottees	Category	No. of Warrants
1	Mr. Mohaan Nadaar	Non-Promoter, Public	40,00,000

**XI. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:** Nil

**XII. The Shareholding Pattern of the issuer before and after the preferential issue**

Category	Pre-Issue Shareholding Structure		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)	
	No. of shares	%		No. of shares	% *
<b>A) Promoter Shareholding</b>					
Indian					
a) Individuals & HUF	56,98,085	6.62	-	56,98,085	4.19
b) Body Corporates	2,95,14,030	34.27	-	2,95,14,030	21.68
c) Any Other(specify)	-	0.00	-	-	0.00
Sub Total (A)(1)	3,52,12,115	40.89	-		25.87
2) Foreign Promoters	-	0.00	-	-	0.00
Total Promoter Shareholding A=A1 +A2	3,52,12,115	40.89	-	3,52,12,115	25.87
<b>B) Public Shareholding</b>					
B1) Institutional Investors	2,54,050	0.29	1,85,00,000	1,87,54,050	13.77
B2) Central Govt./Stat Govt./POI	-	0.00	-	-	0.00
B3 Others					
a) Individuals	2,50,31,959	29.07	40,00,000	2,90,31,959	21.33

b) Body Corporate	2,44,84,863	28.43	2,75,00,000	5,19,84,863	38.19
c)Others (Including NRI, Clearing Members, HUF, Overseas Corporate Bodies, Foreign Companies)	11,38,973	1.32	-	11,38,973	0.84
Total Public Shareholding B=B1+B2+ B3	8,61,21,960	100.00	5,00,00,000	13,61,21,960	100.00
C) Non-Promoter - Non-Public	-	0.00	-	-	0.00
<b>Grand Total (A+B+C)</b>	<b>8,61,21,960</b>	<b>100.00</b>	<b>5,00,00,000</b>	<b>13,61,21,960</b>	<b>100.00</b>

*\*These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 136,12,19,600/- (Rupees One Hundred Thirty and Six Crores and Twelve Lacs Nineteen Thousand Six Hundred Only) divided into 13,61,21,960 (Thirteen Crore and Sixty One Lacs Twenty One Thousand and Nine Hundred Sixty Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.*

Notes:

(1) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. 18<sup>th</sup> August, 2023

(2) Post shareholding structure may change depending upon any other corporate action in between.

### **XIII. Proposed time limit within which the allotment shall be completed:**

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said warrants will be completed within a period of 15 (fifteen) days from the date of passing of such resolution i.e. September 20, 2023 provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

### **XIV. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotment during the period from April 1, 2023 till the date of this Notice.

### **XV. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):**

S. No.	Name of the proposed allottee	Category	Type of securities	Name of Ultimate Beneficial Owner
1	Mr. Mohaan Nadaar	Non Promoter-Public	Warrants	Not Applicable*
2	M/s. AG Dynamic Funds Limited	Non Promoter-Public	Warrants	Mr. Paul Boskma
3	M/s. Vikasa Global Fund PCC	Non Promoter-Public	Warrants	Mr. Grigor Jabishvili
4	M/s. Minerva Ventures Fund	Non Promoter-Public	Warrants	Mr. Nitin Kakaria
5	M/s. Forbes EMF	Non Promoter-Public	Warrants	Miss Li Hoy Choo Li Kim For
6	M/s. Advikca Finvest	Non Promoter-Public	Warrants	Not Applicable#

	Limited			
7	M/s. Aryadeep Tie Up Private Limited	Non Promoter-Public	Warrants	Ajoy Saha
8	M/s. Kiwi Dealcom Private Limited	Non Promoter-Public	Warrants	Gopal Dey
9	M/s. Mariango Trading Private Limited	Non Promoter-Public	Warrants	Tarit Sarkar and Nirmal Murmu
10	M/s. Pearl Dealers Private Limited	Non Promoter-Public	Warrants	Suraj Rajak
11	M/s. Moppingtopping Trading Private Limited	Non Promoter-Public	Warrants	Aditya Biswas and Santu Biswas
12	M/s. Chillypot Trading Private Limited	Non Promoter-Public	Warrants	Sounak Banerjee and Sanjoy Sarkar

*\*Being allottee a natural Person*

*#Advikca Finvest Limited is wholly owned subsidiary of Advik Capital Limited, which is BSE listed company. Hence, in terms of clause C of SEBI Circular no. CIR/MIRSD/2/2013 dated January 24, 2013, it is not applicable on the company.*

**XVI. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue**

Name	Pre-Issue Shareholding Structure		No. of Warrants to be Allotted	Post Equity Shareholding (Presuming full conversion of Warrants)	
	No. of shares	%		No. of shares	%*
Mr. Mohaan Nadaar	Nil	Nil	40,00,000	40,00,000	2.94
M/s. AG Dynamic Funds Limited	Nil	Nil	42,50,000	42,50,000	3.12
M/s. Vikasa Global Fund PCC	Nil	Nil	42,50,000	42,50,000	3.12
M/s. Minerva Ventures Fund	Nil	Nil	50,00,000	50,00,000	3.67
M/s. Forbes EMF	Nil	Nil	50,00,000	50,00,000	3.67
M/s. Advikca Finvest Limited	200	Nil	35,00,000	35,00,200	2.57
M/s. Aryadeep Tie Up Private Limited	Nil	Nil	40,00,000	40,00,000	2.94
M/s. Kiwi Dealcom Private Limited	Nil	Nil	40,00,000	40,00,000	2.94
M/s. Mariango Trading Private Limited	Nil	Nil	40,00,000	40,00,000	2.94
M/s. Pearl Dealers Private Limited	Nil	Nil	40,00,000	40,00,000	2.94
M/s. Moppingtopping Trading Private Limited	Nil	Nil	40,00,000	40,00,000	2.94
M/s. Chillypot Trading Private Limited	Nil	Nil	40,00,000	40,00,000	2.94

*\*These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 136,12,19,600/- (Rupees One Hundred Thirty and Six Crores and Twelve Lacs Nineteen Thousand Six Hundred Only) divided into 13,61,21,960 (Thirteen Crore and Sixty One Lacs Twenty One Thousand and Nine Hundred Sixty Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.*

**Thus, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the shareholding pattern.**

**XVII. Lock-in Period:**

- a) The warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

**XVIII. Undertakings:**

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange(s) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

**XIX. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower: Not Applicable****XX. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

<b>Name of the Allottees</b>	<b>Current Status</b>	<b>Post Status</b>
Mr. Mohaan Nadaar	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. AG Dynamic Funds Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Vikasa Global Fund PCC	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Minerva Ventures Fund	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Forbes EMF	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Advikca Finvest Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Aryadeep Tie Up Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Kiwi Dealcom Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Mariango Trading Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Pearl Dealers Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Moppingtopping Trading Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
M/s. Chillypot Trading Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category

**XXI. Practicing Company Secretary's Certificate:**

The certificate from M/s. Kumar G & Co., Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website [www.giesl.in](http://www.giesl.in)

**XXII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 7 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 7 of this notice for the issue of warrants on a preferential basis, to the proposed allottees by way of Special Resolution.

by order of the board of  
**GI Engineering Solutions Limited**

Digitally  
**DEEPAK** signed by  
DEEPAK

Date: August 19, 2023  
Place: Delhi

**Deepak**  
**Company Secretary and Compliance Officer**



**TO WHOMSOEVER IT MAY CONCERN**

We, **Raj Madhu & Co. Chartered Accountants** on the basis of records and documents submitted by M/s GI Engineering Solutions Limited a Company incorporated under the provisions of Companies Act, 1956/2013 and having CIN: L74110DL2006PLC413221 and Registered office at Unit 1308, Aggarwal Corporate Heights, Netaji Subhash Palace, North West Delhi, Delhi-110034 ('the Company') and explanation provided by its office bearers, do hereby confirm and certifies that the Company has duly complied with conditions stipulated under sub-regulation (1) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of Name from 'GI Engineering Solutions Limited' to '**Teamo Productions HQ Limited**' as detailed herein below:

- a) **the time period of at least one year has elapsed from the last name change:** Not Applicable as the Company has not changed its name since incorporation.
- b) **at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name:** Not Applicable, as change of name from "GI Engineering Solutions Limited" to "Teamo Productions HQ Limited" is to reflect the company's business activities more appropriately, sync as per the contemporary business environment, enhance its brand-equity.
- c) **The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity:** Not Applicable, as name change is being done to reflect existing business activities of the Company in more appropriate ways.

This certificate is being issued at New Delhi on August 19, 2023 at New Delhi on specific request of the M/s GI Engineering Solutions Limited.

For **Raj Madhu & Co.**

Chartered Accountants  
(FRN 0002078N)



(Satnam Singh Bhambra)

FCA, M. No. 093443

UDIN: 23093443BGWKUW3035

Place: New Delhi

Date: 19-08-2023

**Annexure-B****DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT**

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meeting

<b>Particulars</b>	Mr. Mohaan Nadaar	Ms. Ketki Bhavin Mehta	Ms. Suchitra Krishnamoorthi	Mr. Ketan Chandrakant Mehta
<b>DIN</b>	03012355	05341758	08966730	00434115
<b>Date of Birth and Age</b>	03/10/1970 (52 years)	28/10/1980 (42 years)	27/11/1969 (53 years)	21/07/1952 (71 years)
<b>Nationality</b>	Indian	Indian	Indian	Indian
<b>Date of first appointment on the Board</b>	August 12, 2023	August 12, 2023	August 19, 2023	August 19, 2023
<b>Qualification</b>	Post Graduate	Graduate	Graduate	Graduate
<b>Experience and Expertise</b>	Mr. Mohaan Nadaar, 52, is a energetic entrepreneur who did his masters in management from Welingkar Institute of Management Development and Research and B. Com from SIWS College of Arts, Commerce, and Science in Mumbai. Mr. Mohaan Nadaar has more than three decades of vast expertise in the film industry. He is the founder and partner of The Production Headquarters Ltd (TPHQ), a production company with ambition. He possesses in-depth knowledge of media creation and communication, practical experience with film technology and software, and a track record of sound commercial judgement. Mr. Nadaar's impact has been crucial in influencing mainstream Indian and international cinema, as well as in spreading India-specific content around the world and enhancing Indian soft	Ms. Ketki Bhavin Mehta, 42, a commerce graduate and a wellknown filmmaker, social worker and educationist. Having been in the industry for more than 17 years, she is a dynamic and accomplished individual with a diverse skill set that encompasses ad film direction, brand strategy, filmmaking, and youth empowerment. Her extraordinary career trajectory has had a lasting impression on the entertainment and creative industries and has demonstrated her skill as a manager, curator, and businesswoman. Significant accomplishments, shows, and noteworthy films have all characterized her professional career, each of which has helped to establish her as a leading figure in the field. Her contributions were crucial to the success of the production	Ms. Suchitra Krishnamoorthi started her acting career with the TV series 'Chunau' during her school years in 1987-1988. She had notable appearance in the musical "Peanuts: The Musical," portraying the character, Lucy. She was featured in television commercials for various brands including Palmolive soap, Clearasil, Sunrise Coffee, Limca, and Colgate toothpaste. She made her film debut with "Kilukkampetti" in 1991, followed by notable roles in films like "Kabhi Haan Kabhi Naa" (with Mr. Shah Rukh Khan in 1994) , "My Wife's Murder" (2005), "Rann" (2010), and "Romeo Akbar Walter" (2019). She played diverse roles in Hindi, Tamil, and Malayalam films. She ventured into a music career in the mid-1990s, releasing pop albums like "Dole Dole," "Dum Tara," "Aha," and "Zindagi." She gained	Mr. Ketan Chandrakant Mehta is an Economics graduate from St. Stephens College, Delhi University. He studied Film Direction at the FTII, the premier Film & TV Institute of India. He is the promoter of India's largest animation studio Cosmos-Maya. The internationally acclaimed film director Mr. Ketan Mehta has made landmark historical films like Sardar Patel, Mangal Pandey, Mirch Masala, Maya Memsaab amongst many others. The French Govt too has honored him with the officer the arts and literature award. He has so far directed 11 feature films, many of them have won national and international awards and have received international acclaim. He has also produced and directed many TV series, Documentaries, and ads. He has been a consultant to the National Doordarshan News Channel, and

	power. He has been producer of many blockbuster hits that have irreparably changed the industry.	companies with which she has worked, showcasing her aptitude for navigating both the creative and practical facets of the motion picture business.	recognition as a writer through her blogs, including contributions on <a href="http://www.intentblog.com">www.intentblog.com</a> and her own site. Authored the successful novel "The Summer of Cool" (2009), part of the Swapnalok Society series. She remains a multifaceted artist known for her contributions to acting, music, writing, and more. She earned critical acclaim for her roles in films and television. Successful author with wellreceived novels and memoirs.	Directorate of Film Festivals. He has also served as a jury member at International Film festivals. He has also been on the governing council of the Film and Television Institute of India and the chairperson of the National Film Awards. He has introduced numerous key talents to the Film industry like Mr. Aamir Khan, Shankar-Ehsaan-Loy, Mr. Ashutosh Gowariker, Mr. Shah Rukh's first feature film was also made by Mr. Ketan Mehta.
<b>Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)</b>	Nil	Nil	Nil	Nil
<b>Chairmanship / Membership of Committees in other Companies (only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered)</b>	Nil	Nil	Nil	Nil
<b>Relationship with other directors, manager and other key managerial personnel of the Company</b>	Not related	Not related	Not related	Not related
<b>No. of shares held</b>	Nil	Nil	Nil	Nil
<b>Number of meetings</b>	1	1	Nil	Nil

<b>attended during the year</b>				
<b>Terms &amp; conditions of appointment/re-appointment</b>	The details have been provided in the Resolution forming part of this Notice	The details have been provided in the Resolution forming part of this Notice	The details have been provided in the Resolution forming part of this Notice	The details have been provided in the Resolution forming part of this Notice
<b>Remuneration sought to be paid and remuneration last drawn</b>	Rs. 30,00,000/- per annum	Rs. 24,00,000/- per annum	Sitting fees	Sitting fees