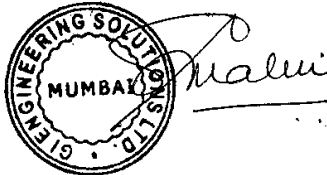


(I)(a) Statement showing Shareholding Pattern

| Name of the Company: GI Engineering Solutions Limited Scrip Code: 533048 Symbol: GISOLUTION Name of the Scrip, class of securities: Equity Quarter ended: December 31, 2014 | | | |
|--|-------------------------------------|--|---|
| Partly paid up shares:- | No of partly paid-up shares | As a % of total no. of partly paid up Shares | As a % of total no. of shares of the company |
| Held by promoter/promoter group | Nil | Nil | Nil |
| Held by public | Nil | Nil | Nil |
| Total | Nil | Nil | Nil |
| Outstanding convertible securities:- | No of outstanding securities | As a % of total no. of outstanding convertible securities | As a % of total no. of shares of the company, assuming full conversion of the convertible securities |
| Held by promoter/promoter group | Nil | Nil | Nil |
| Held by public | Nil | Nil | Nil |
| Total | Nil | Nil | Nil |
| Warrants:- | No. of warrants | As a % of total no. of warrants | As a % of total no. of shares of the company, assuming full conversion of warrants |
| Held by promoter/promoter group | Nil | Nil | Nil |
| Held by public | Nil | Nil | Nil |
| Total | Nil | Nil | Nil |
| Total paid -up capital of the company assuming full conversion of warrants and convertible securities | 8611878 | | 100 |



| Category code (I) | Category of shareholder (II) | Number of shareholders (III) | Total number of shares (IV) | Number of shares held in Dematerialised Form (V) | Total Shareholding as a % of Total Number of Shares. | | Shares Pledged or otherwise encumbered | |
|-------------------|---|------------------------------|-----------------------------|--|--|--------------------|--|---|
| | | | | | % of (A+B) (VI) | % of (A+B+C) (VII) | Number of shares (VIII) | As a percentage (IX) = (VIII)/(IV)* 100 |
| (A) | Shareholding of Promoter and Promoter Group | | | | | | | |
| 1 | Indian | | | | | | | |
| (a) | Individuals/ Hindu Undivided Family | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (b) | Central Government/ State Government(s) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (c) | Bodies Corporate including Associates | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (d) | Financial Institutions/ Banks | 0 | 246711 | 246711 | 2.86 | 2.86 | 0 | 0.00 |
| (e) | Any Other (Directors & their Relatives) | 2 | 246711 | 246711 | 2.86 | 2.86 | 0 | 0.00 |
| | Sub-Total (A)(1) | 2 | 246711 | 246711 | 2.86 | 2.86 | 0 | 0.00 |
| 2 | Foreign | | | | | | | |
| (a) | Director | 1 | 1765000 | 1765000 | 20.49 | 20.49 | 0 | 0.00 |
| (b) | Bodies Corporate | 2 | 1383466 | 1383466 | 16.06 | 16.06 | 0 | 0.00 |
| (c) | Institutions | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (d) | Any Other (specify) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| | Sub-Total (A)(2) | 3 | 3148466 | 3148466 | 36.56 | 36.56 | 0 | 0.00 |
| | Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2) | 5 | 3395177 | 3395177 | 39.42 | 39.42 | 0 | 0.00 |
| (B) | Public Shareholding | | | | | | | |
| 1 | Venture Capital Funds | | | | | | | |
| (a) | Mutual Funds/ UTI | 4 | 4050 | 0 | 0.05 | 0.05 | | |
| (b) | Financial Institutions/ Banks | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (c) | Central Government/ State Government(s) | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (d) | Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (e) | Insurance Companies | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (f) | Foreign Institutional Investors | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (g) | Foreign Venture Capital Investors | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (h) | Any Other (specify) | 0 | 0 | 0 | 0.00 | 0.00 | | |
| | Sub-Total (B)(1) | 4 | 4050 | 0 | 0.05 | 0.05 | | |
| 2 | Non-institutions | | | | | | | |
| (a) | Bodies Corporate | 155 | 466934 | 463549 | 5.42 | 5.42 | | |
| (b) | Individuals | | | | | | | |
| (i) | Individual shareholders holding nominal share capital up to Rs. 1 lakh | 3552 | 2271173 | 2252605 | 26.37 | 26.37 | | |
| (ii) | Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 49 | 1186952 | 1186952 | 13.78 | 13.78 | | |
| (c) | Qualified Foreign Investor | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (d) | Any Other (specify) | 0 | 0 | 0 | 0.00 | 0.00 | | |
| | Foreign National | 2 | 195 | 195 | 0.00 | 0.00 | | |
| | Clearing Members | 19 | 77285 | 77285 | 0.90 | 0.90 | | |
| | Non Resident Indians | 3 | 12978 | 12777 | 0.15 | 0.15 | | |
| | Independent Directors & their Relatives | 1 | 25 | 0 | 0.00 | 0.00 | | |
| | OCB | 1 | 96962 | 96962 | 1.13 | 1.13 | | |
| | Trust | 1 | 147 | 0 | 0.00 | 0.00 | | |
| | GI Engineering Employees Welfare Trust | 1 | 1100000 | 1100000 | 12.77 | 12.77 | | |
| | Foreign Company | 1 | 5212651 | 5190325 | 60.53 | 60.53 | | |
| | Sub-Total (B)(2) | 3784 | 5212651 | 5190325 | 60.53 | 60.53 | NA | NA |
| | Total Public Shareholding (B) = (B)(1)+(B)(2) | 3788 | 5216701 | 5190325 | 60.58 | 60.58 | NA | NA |
| | TOTAL (A)+(B) | 3793 | 8611878 | 8585502 | 100.00 | 100.00 | | |
| (C) | Shares held by Custodians and against which Depository Receipts have been | | | | | | | |
| (1) | Promoter and Promoter Group | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| (2) | Public | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | GRAND TOTAL (A)+(B)+(C) | 3793 | 8611878 | 8585502 | 100.00 | 100.00 | 0 | 0.00 |



GI ENGINEERING SOLUTIONS LIMITED

(b) Statement showing Shareholding of persons belonging to the category "Promoter and Promoter Group."

| Sr. No. (i) | Name of the shareholder (ii) | Total Shares held | | Shares pledged or otherwise encumbered | | | Details of Warrants | | Details of Convertible Securities | | Total Shares (including underlying shares assuming full conversion of warrants and Convertible Securities) as a % of diluted share capital (XII) | |
|-------------|--|-------------------|------------------------------|--|------------------------------------|---|-----------------------------|--|---|--|--|--|
| | | Number (iii) | As a % of total (A+B+C) (iv) | Number (v) | As a percentage (vi-vii) (viii-ix) | As a Total Grand total (A+B+C) of sub-clause (i)(a)(viii) | Number of Warrants Held (x) | As a % total number of warrants of the same class (xi) | Number of convertible securities held (xii) | As a % total number of convertible securities of the same class (xiii) | As a % total number of convertible securities of the same class (xiv) | |
| 1 | Mr. Sahel Malik | 1765000 | 20.49 | 0 | 0 | 0 | 0 | | | | | |
| 2 | Kifam Holdings Ltd | 1378405 | 16.01 | 0 | 0 | 0 | 0 | | | | | |
| 3 | Mr. Sajid Malik | 125772 | 1.49 | 0 | 0 | 0 | 0 | | | | | |
| 4 | Mrs. Saroja Malik | 120239 | 1.40 | 0 | 0 | 0 | 0 | | | | | |
| 5 | Kadam Holding Ltd | 5061 | 0.06 | 0 | 0 | 0 | 0 | | | | | |
| 6 | Mrs. Saroja Malik jointly with Mr. Sajid Malik | 700 | 0.01 | 0 | 0 | 0 | 0 | | | | | |
| TOTAL | | 3295177 | 39.42 | 0 | 0.00 | 0.00 | | | | | | |

(c) the category "Public" and holding more than 1% of the total number of shares

| Sr. No. (i) | Name of the shareholder (ii) | Number of shares held | Shares as a % of total number of shares (iii) | Details of Warrants | | Details of convertible securities | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|-------------|---|-----------------------|---|-------------------------|--------------|---------------------------------------|----------------------|--|
| | | | | Number of warrants held | As a % total | Number of convertible securities held | % w.r.t total number | |
| 1 | M/s. Fortune Private Equity LLC | 1100000 | 12.77 | | | | | |
| 2 | Genecsys Technologies Employees Welfare Trust | 86962 | 1.13 | | | | | |
| 3 | Uma Agarwal | 90000 | 1.05 | | | | | |
| TOTAL | | 1285962 | 14.94 | | | | | |

(d) Statement showing holding of securities (including shares, warrants, convertible securities) of persons together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the

| Sr. No. (i) | Name(s) of the shareholder(s) and Persons Acting Concert (PAC) with them | Number of shares held | Shares as a percentage of total number of shares (i.e. Grand Total (A+B+C+D) indicated in Statement of part (b)(i) above) | Details of Warrants | | Details of convertible securities | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|-------------|--|-----------------------|---|-------------------------|--------------|---------------------------------------|----------------------|--|
| | | | | Number of warrants held | As a % total | Number of convertible securities held | % w.r.t total number | |
| 1 | MUS Fortune Private Equity LLC | 1100000 | 12.77 | 0 | 0 | 0 | 0 | 0 |
| TOTAL | | 1100000 | 12.77 | 0 | 0 | 0 | 0 | 0 |

(e) Statement showing details of locked-in shares

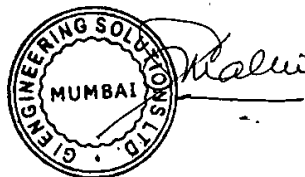
| Sr. No. (i) | Name of the shareholder (ii) | Category of Shareholder (Promoter / Public) (iii) | Number of locked-in shares (iv) | Locked-in shares as a % of total number of shares (v) |
|-------------|------------------------------|---|---------------------------------|---|
| 1 | NIL | NIL | NIL | NIL |
| TOTAL | | | | |

(f) Statement showing details of Depository Receipts (DRs)

| Sr. No. | Type of outstanding DR (ADRs, GDRs, SDRs, etc.) | Number of outstanding DRs | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a % of total number of shares |
|---------|---|---------------------------|---|--|
| 1 | NIL | NIL | NIL | NIL |
| TOTAL | | | | |

(g) Statement showing Holding of Depository Receipts (DRs) where underlying shares held by "promoter/promoter group" in excess of 1% of the total number of shares

| Sr. No. | Name of the DR Holder Type of outstanding DR (ADRs, GDRs, SDRs, etc.) | Type of outstanding DR (ADRs, GDRs, SDRs, etc.) | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a % of total number of shares |
|---------|---|---|---|--|
| 1 | NIL | NIL | NIL | NIL |
| TOTAL | | | | |



GI ENGINEERING SOLUTIONS LIMITED

(III)(a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer.

Shareholding Pattern as on 31.12.2014

Scrip Code : 533048

Symbol : GI SOLUTION

| Category code (I) | Category of shareholder (II) | No. of Voting Rights held in each class of securities | | | Total Voting Rights (III+IV+V) | Total Shareholding as a percentage of total number of shares | |
|-------------------|--|---|--------------|-------------|--------------------------------|--|-----------------------------------|
| | | Class X (III) | Class Y (IV) | Class Z (V) | | As a percentage of (A+B) (VII) | As a percentage of (A+B+C) (VIII) |
| (A) | Shareholding of Promoter and Promoter Group | | | | | | |
| 1 | Indian | | | | | | |
| | (a) Individuals/ Hindu Undivided Family | | | | | | |
| | (b) Central Government/ State Government(s) | | | | | | |
| | (c) Bodies Corporate including Associates | | | | | | |
| | (d) Financial Institutions/ Banks | | | | | | |
| | (e) Any Other (Directors & their Relatives) | | | | | | |
| | Sub-Total (A)(1) | NA | NA | NA | NA | NA | NA |
| 2 | Foreign | | | | | | |
| | (a) Individuals (Non- Resident Individuals/ Foreign Individuals) | | | | | | |
| | (b) Bodies Corporate | | | | | | |
| | (c) Institutions | | | | | | |
| | (d) Any Other (specify) | | | | | | |
| | Sub-Total (A)(2) | NA | NA | NA | NA | NA | NA |
| | Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2) | NA | NA | NA | NA | NA | NA |
| (B) | Public Shareholding | | | | | | |
| 1 | Institutions | | | | | | |
| | (a) Mutual Funds/ UTI | | | | | | |
| | (b) Financial Institutions/ Banks | | | | | | |
| | (c) Central Government/ State Government(s) | | | | | | |
| | (d) Venture Capital Funds | | | | | | |
| | (e) Insurance Companies | | | | | | |
| | (f) Foreign Institutional Investors | | | | | | |
| | (g) Foreign Venture Capital Investors | | | | | | |
| | (h) Any Other (specify) | | | | | | |
| | Sub-Total (B)(1) | NA | NA | NA | NA | NA | NA |
| 2 | Non-institutions | | | | | | |
| | (a) Bodies Corporate | | | | | | |
| | (b) Individuals | | | | | | |
| | (i) Individual shareholders holding nominal share capital up to Rs. 1 lakh | | | | | | |
| | (ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | | | | | | |
| | (c) Any Other (specify) | | | | | | |
| | Foreign National | | | | | | |
| | Clearing Members | | | | | | |
| | Non Resident Indians | | | | | | |
| | Independent Directors & their Relatives | | | | | | |
| | OCB | | | | | | |
| | Trust | | | | | | |
| | Foreign Company | | | | | | |
| | Sub-Total (B)(2) | | | | | | |
| | Total Public Shareholding (B)= (B)(1)+(B)(2) | NA | NA | NA | NA | NA | NA |
| | TOTAL (A)+(B) | NA | NA | NA | NA | NA | NA |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | | | | | | |
| | GRAND TOTAL (A)+(B)+(C) | NA | NA | NA | NA | NA | NA |

