

# Saroja Malik

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

Date: 07 November, 2016

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

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

Dear Sir/Madam,

Re: Intimation under Regulation 10(5) of Takeover Regulations

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

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

Kadam Holding Limited ("**Kadam**") is one of the Promoters of the Target Company. The shares of Kadam were held by Mr Sohel Malik, a promoter the Target Company.

On November 06, 2015, Mr Sohel Malik transferred, by way of gift, (only) the economic interest in 100% of the shares of Kadam held by him to his mother, the undersigned, Mrs Saroja Malik.

On August 29, 2016, Mr Sohel Malik transferred all shares in Kadam to me, in which economic interest had already been transferred (*refer the paragraph above*), in entirety and the Board of Directors of Kadam was reconstituted as follows:

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

The total shareholding in the Target Company of the Promoter Group as well as me individually; with persons acting in concert, had not undergone any change because of my acquisition of shares of Kadam as detailed above. Likewise, the control over the Target Company had also remained unchanged. However, as a matter of abundant caution, a disclosure under Regulation 29 of the Takeover Regulations was filed by me on October 21, 2016.

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



# Saroja Malik

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

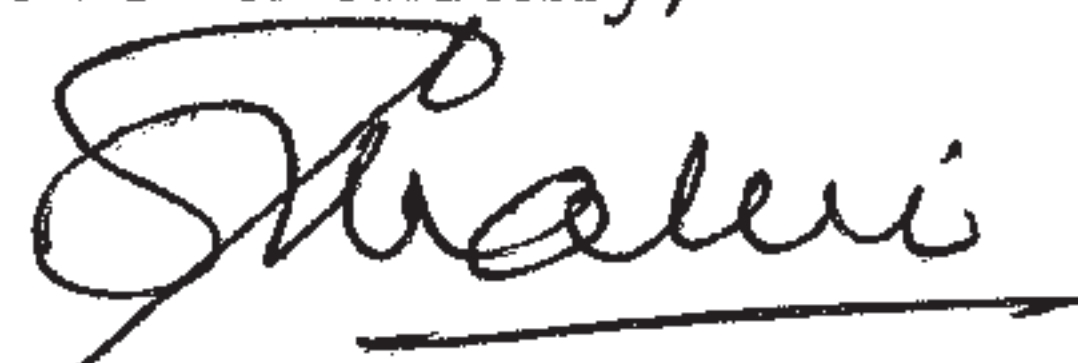
Mr Sohel Malik now intends to transfer, by way of gift, 15,70,777 (18.24%) equity shares held by him in the Target Company to his mother, the undersigned Saroja Malik. This transfer of shares will be pursuant to Regulation 10(1)(a)(ii) of the Takeover Regulations, i.e. *inter-se* transfer of shares between Promoters. I am, therefore, filing this form under Regulation 10(5) of the Takeover Regulations. Simultaneously, Mr Sohel Malik will resign from the Board of Kadam.

The pre-transfer and post-transfer shareholding of the Promoter Group of the Target Company will be as follows:

<i>Pre-Transfer Shareholding</i>		<i>Post-Transfer Shareholding</i>	
<i>Promoter &amp; Promoter Group</i>	<i>% of shareholding</i>	<i>Promoter &amp; Promoter Group</i>	<i>% of shareholding</i>
Mr. Sohel Malik	20.49	Mr. Sohel Malik	0.01
Mr. Sajid Malik	1.46	Mr. Sajid Malik	3.70
Mrs. Saroja Malik	1.40	Mrs. Saroja Malik	19.64
Kilam Holdings Limited	16.01	Kilam Holdings Limited	16.01
Kadam Holding Limited	0.06	Kadam Holding Limited	0.06

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

Yours faithfully,



Saroja Siraj Malik

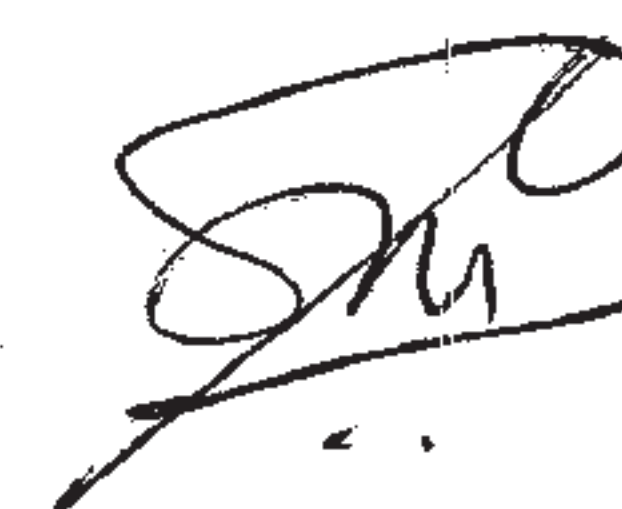
**Enclosed as above**

# Saroja Malik

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

## Disclosure under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of the Takeover Regulations

1.	Name of the Target Company (TC)	GI Engineering Solutions Limited
2.	Name of the Acquirer(s)	Mrs. Saroja Siraj Malik
3.	Whether the Acquirer is /are promoters of the Target Company prior to the transaction. If not, nature of relationship or association with the Target Company or its promoters	Yes, the Acquirer is the promoter of the Target Company prior to the transaction.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Mr. Sohel Siraj Malik, a promoter
	b. Proposed date of acquisition	12 November, 2016
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Mrs. Saroja Malik – 15,70,777 shares
	d. Total shares to be acquired as % of share capital of TC	Mrs. Saroja Malik – 18.24%
	e. Price at which shares are proposed to be acquired	Nil – As the transfer is pursuant to gift from son to his mother.
	f. Rationale, if any, for the proposed transfer	Internal Family Arrangement
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Sub-clause (ii) of Regulation 10(1)(a)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	[NA, as the shares will be transferred by way of gift]
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	[NA, as the shares will be transferred by way of gift]
8.	Declaration by the Acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	[NA, as the shares will be transferred by way of gift]
9.	i. Declaration by the Acquirer, that the transferor and transferee have complied (during 3 years prior to the date of	i. It is hereby declared by the Acquirer that the transferor and the transferee have complied (during 3 years prior to the date of proposed



# Saroja Malik

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

	proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)	acquisition) and/or will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997).			
	ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.	ii. The disclosures made by the transferor and the transferee are enclosed in <b>Annexure-1</b>			
10.	Declaration by the Acquirer that all conditions specified under Regulation 10(1)(a) with respect to exemptions has been duly complied with.	It is hereby declared by the Acquirer that all conditions specified under Regulation 10(1)(a) with respect to exemptions has been duly complied with.			
11.	Shareholding details	<i>Before the proposed transaction</i>		<i>After the proposed transaction</i>	
		<i>No. of shares /voting rights</i>	<i>% w.r.t total share capital of TC</i>	<i>No. of shares /voting rights</i>	<i>% w.r.t total share capital of TC</i>
a.	Acquirer(s) and PACs (other than sellers)(*) <u>Acquirer:</u> Mrs. Saroja Malik Kadam Holding Limited	1,20,939	1.40%	16,91,716	19.64%
		5,061	0.06%	5,061	0.06%
		<u>1,26,000</u>	1.46%	<u>16,96,777</u>	19.70%
	<u>PACs with Mrs. Saroja Malik (excluding Mr. Sohel Malik)</u>	15,04,177	17.47%	16,97,400	19.71%
	<b>Total</b> (Please refer to <b>Annexure-2</b> )	<b>16,30,177</b>	<b>18.93%</b>	<b>33,94,177</b>	<b>39.41%</b>
b.	Seller(s) [Transferor   Donor] (Please refer to <b>Annexure-2</b> )	17,65,000	20.49%	1000	0.01%



**Signature of Acquirer/ Authorized Signatory:**

**Place: Mumbai**

**Date: 07 November, 2016**

# **Saroja Malik**

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

**Note:**

- **(\*) Shareholding of each entity may be shown separately and then collectively in a group.**
- **The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers**



ANNEXURE - 1  
(WRT ACQUISITION / TRANSFER)

SAJID MALIK

702, Vastu, 7<sup>th</sup> floor,  
Bandstand, B.J.Road,  
Bandra (West),  
Mumbai-400 050

April 03, 2014

National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400 051  
Ph : 26598235, Fax: 26598237/38

Dear Sir,

Sub: Disclosure of shareholding under regulation 30(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Symbol : GISOLUTION

We are enclosing herewith the details of Shareholding of Promoters of GI Engineering Solutions Limited as on March 31, 2014 in accordance with the provisions of Regulation 30(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

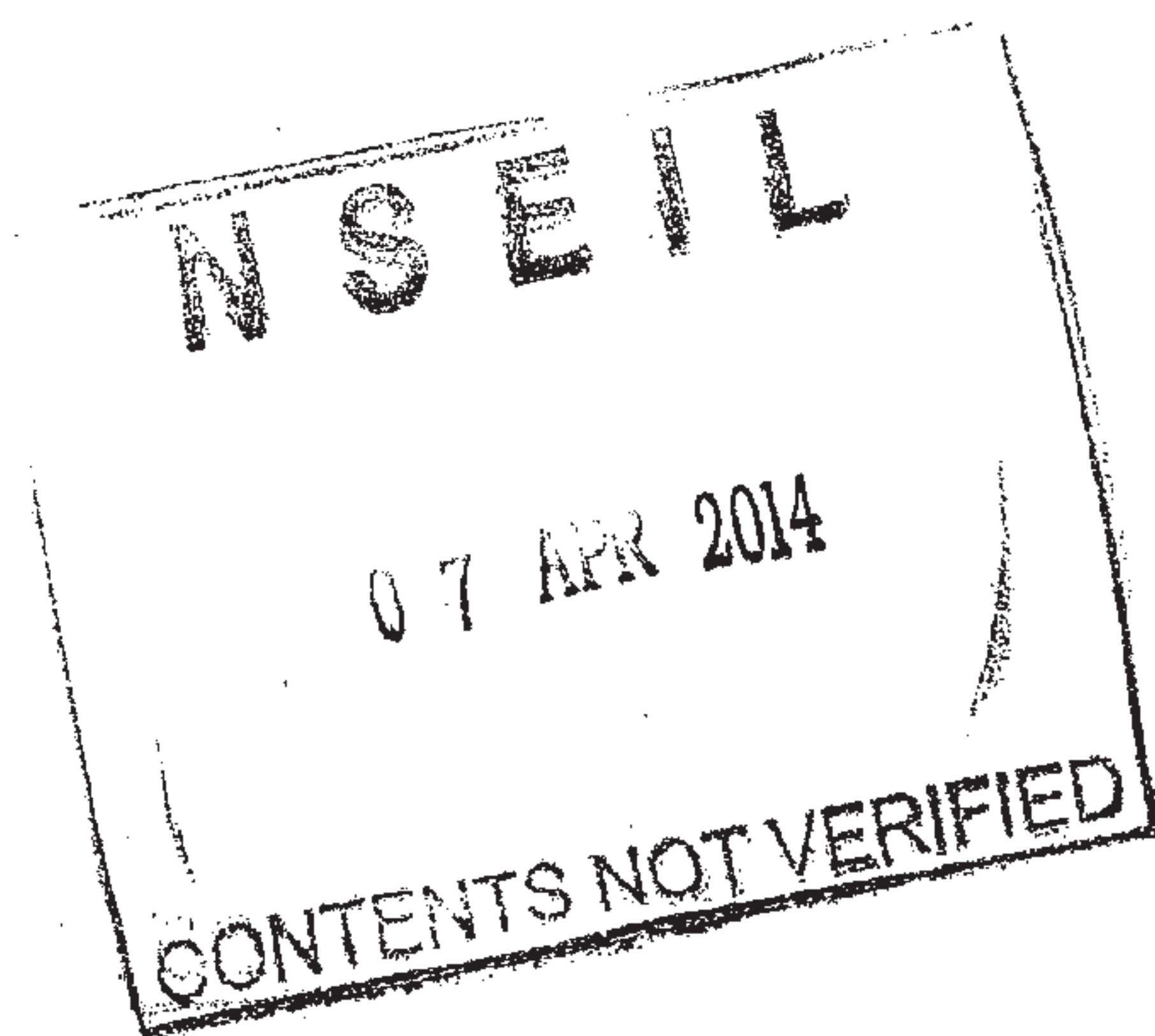
We request you to take the same on your record.

Thanking You,

Yours Faithfully,

  
SAJID MALIK  
PROMOTER  
GI ENGINEERING SOLUTIONS LIMITED

Encl: As Above



**Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

1. Name of the Target Company (TC)		GI ENGINEERING SOLUTIONS LIMITED		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed		1. BSE Limited 2. National Stock Exchange of India Limited		
3. Particulars of the shareholder(s): a. Name of person(s) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the share or voting rights of the TC.  Or b. Name(s) of promoter(s), member of the promoter group and PAC with him.		1. Sajid Malik 2. Saroja Malik 3. Sohel Malik 4. Kilam Holdings Limited 5. Kadam Holding Limited 6. Mrs. Saroja Malik jointly with Mr. Sajid Malik		
4. Particulars of the shareholding of person(s) mentioned at (3) above		Number	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
I)	Sajid Malik	1,25,772	1.46%	N.A.
II)	Saroja Malik	1,20,239	1.40%	N.A.
III)	Sohel Malik	17,65,000	20.49%	N.A.
IV)	Kilam Holdings Limited	13,78,405	16.01%	N.A.
V)	Kadam Holding Limited	5,061	0.06%	N.A.
VI)	Mrs. Saroja Malik jointly with Mr. Sajid Malik	700	0.01%	N.A.
As on March 31 of the year, holding of:				
a) Shares		33,95,177	39.42%	N.A.
b) Voting Rights (otherwise than by shares)				
c) Warrants,				

d) Convertible Securities			
e) <del>Any other instrument that would entitle the holder to receive shares in the TC.</del>			

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

**Note**

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(Signature of Authorized Signatory):



**SAROJA MALIK**

Place: Mumbai

Date: April 01, 2014



Sajid Malik

702 VASTU, 7<sup>TH</sup> FLOOR, BANDSTAND, B. J. ROAD, BANDRA (WEST), MUMBAI - 400 050

April 03, 2015

To,

**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400 051  
Ph : 26598235, Fax: 26598237/38

Dear Sirs,

Sub: Disclosure of shareholding under regulation 30(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011


Symbol : GISOLUTION

We are enclosing herewith the details of Shareholding of Promoters of GI Engineering Solutions Limited as on March 31, 2015 in accordance with the provisions of Regulation 30(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

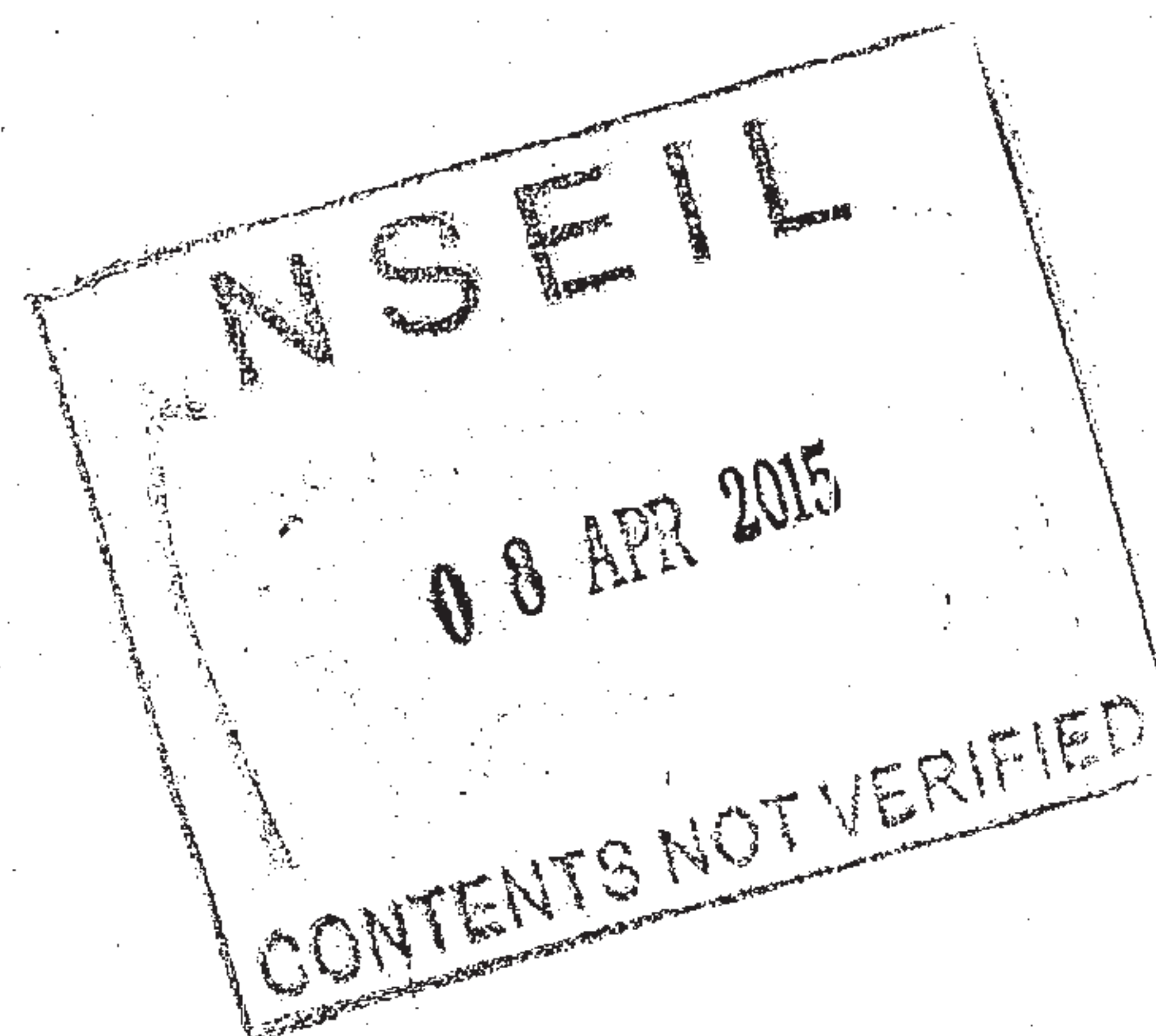
We request you to take the same on your record.

Thanking You,

Yours Faithfully,

  
SAJID MALIK  
PROMOTER  
GI ENGINEERING SOLUTIONS LIMITED  
(DIN: 00400366)

Encl. As Above



**Disclosure under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

**Part A - Details of Shareholding**

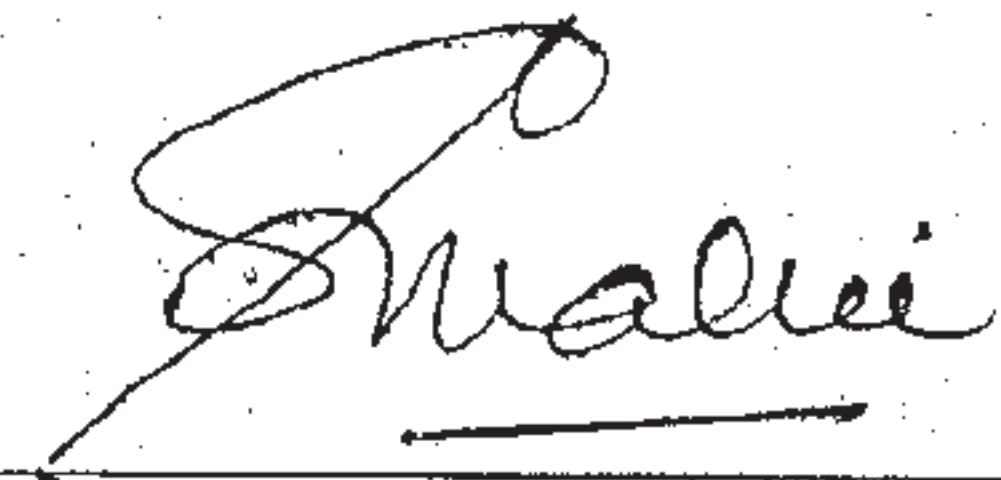
1. Name of the Target Company (TC)		GI ENGINEERING SOLUTIONS LIMITED		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed		1. BSE Limited 2. National Stock Exchange of India Limited		
3. Particulars of the shareholder(s): a. Name of person(s) with person acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.  Or b. Name(s) of promoter(s), member of the promoter group and PAC with him.		1. Sajid Malik 2. Saroja Malik 3. Sohel Malik 4. Kilam Holdings Limited 5. Kadam Holding Limited 6. Mrs. Saroja Malik jointly with Mr. Sajid Malik		
4. Particulars of the shareholding of person(s) mentioned at (3) above		Number	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
I.	Sajid Malik	1,25,772	1.46%	N.A.
II.	Saroja Malik	1,20,239	1.40%	N.A.
III.	Sohel Malik	17,65,000	20.49%	N.A.
IV.	Kilam Holdings Limited	13,78,405	16.01%	N.A.
V.	Kadam Holding Limited	5,061	0.06%	N.A.
VI.	Mrs. Saroja Malik jointly with Mr. Sajid Malik	700	0.01%	N.A.
As on March 31 of the year, holding of:				
a) Shares				
b) <del>Voting Rights (otherwise than by shares)</del>		33,95,177	39.42%	N.A.
c) <del>Warrants</del>				
d) <del>Convertible Securities</del>				
e) <del>Any other instrument that would entitle</del>				

that holder to receive shares in the TC			
Total	33,95,177	39.42%	N.A.

Part-B\*\*

Name of the Target Company: GI Engineering Solutions Limited

Name(s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter/ Promoter Group	PAN of the person and PACs
Sajid Malik	Yes	AAMPM6510B
Saroja Malik	Yes	AGEPM7814Q
Sohel Malik	Yes	AKMPM5341C
Kilam Holdings Limited	Yes	AADCK0672Q
Kadam Holding Limited	Yes	AADCK0674J

  
 SAROJA MALIK  
 (DIN: 00400421)

Place: Mumbai

Date: April 01, 2015

Note

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

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

(\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

**Sajid Malik**

702 VASTU, 7<sup>TH</sup> FLOOR, BANDSTAND, B. J. ROAD, BANDRA (WEST), MUMBAI - 400 050

April 04, 2016

BSE Limited Corporate Relationship Department P.J. Towers, Dalal Street, Fort, Mumbai - 400 001 Ph : 22721233, Fax : 22723121/3719	✓ National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051 Ph : 26598235, Fax : 26598237/38
<b>Scrip Code: 533048</b>	<b>Symbol: GISOLUTION</b>

Dear Sirs,

**Sub: Disclosure of shareholding under regulation 30(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011**

We are enclosing herewith the details of Shareholding of Promoters of GI Engineering Solutions Limited as on March 31, 2016 in accordance with the provisions of Regulation 30(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

We request you to take the same on your record.

Thanking You,

Yours Faithfully,



**SAJID MALIK**  
**PROMOTER**  
**GI ENGINEERING SOLUTIONS LIMITED**  
**(DIN: 00400366)**

Encl. As Above

NSEI  
MUMBAI  
APR 04 2016

**Disclosure under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

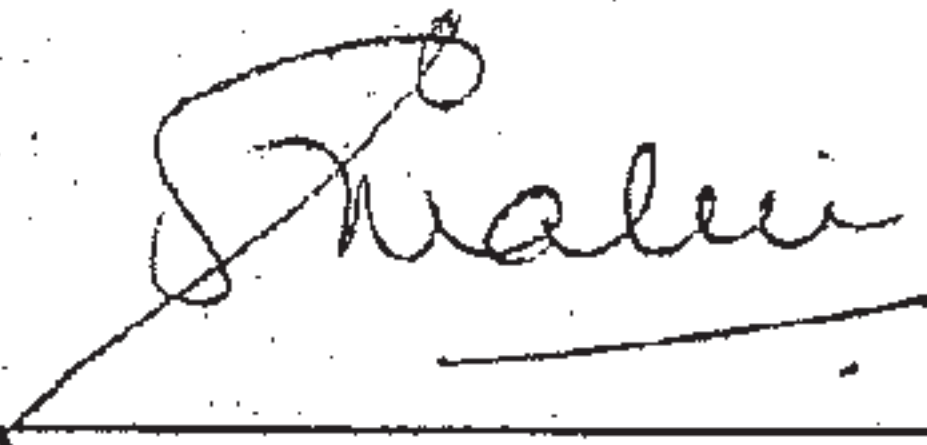
**Part A - Details of Shareholding**

1. Name of the Target Company (TC)		GI ENGINEERING SOLUTIONS LIMITED		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed		1. BSE Limited 2. National Stock Exchange of India Limited		
3. Particulars of the shareholder(s): c. Name of person(s) with person acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.  Or d. Name(s) of promoter(s), member of the promoter group and PAC with him.		1. Sajid Malik 2. Saroja Malik 3. Sohel Malik 4. Kilam Holdings Limited 5. Kadam Holding Limited 6. Mrs. Saroja Malik jointly with Mr. Sajid Malik		
4. Particulars of the shareholding of person(s) mentioned at (3) above		Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
I.	Sajid Malik	1,25,772	1.46%	N.A.
II.	Saroja Malik	1,20,239	1.40%	N.A.
III.	Sohel Malik	17,65,000	20.49%	N.A.
IV.	Kilam Holdings Limited	13,78,405	16.01%	N.A.
V.	Kadam Holding Limited	5,061	0.06%	N.A.
VI.	Mrs. Saroja Malik jointly with Mr. Sajid Malik	700	0.01%	N.A.
As on March 31 of the year, holding of:				
a) Shares		33,95,177	39.42%	N.A.
b) <del>Voting Rights (otherwise than by shares)</del>				
c) <del>Warrants</del>				
d) <del>Convertible Securities</del>				
e) <del>Any other instrument that would entitle that holder to receive shares in the TC</del>				
<b>Total</b>		<b>33,95,177</b>	<b>39.42%</b>	<b>N.A.</b>

**Part-B\*\***

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

Name(s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter/ Promoter Group	PAN of the person and PACs
Sajid Malik	Yes	AAMPM6510B
Saroja Malik	Yes	AGEPM7814Q
Sohel Malik	Yes	AKMPM5341C
Kilam Holdings Limited	Yes	AADCK0672Q
Kadam Holding Limited	Yes	AADCK0674J



**SAROJA MALIK**  
**(DIN: 00400421)**

**Place: Mumbai**

**Date: April 01, 2016**

**Note**

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

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

(\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

# Saroja Malik

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

Date: October 21, 2016

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

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

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

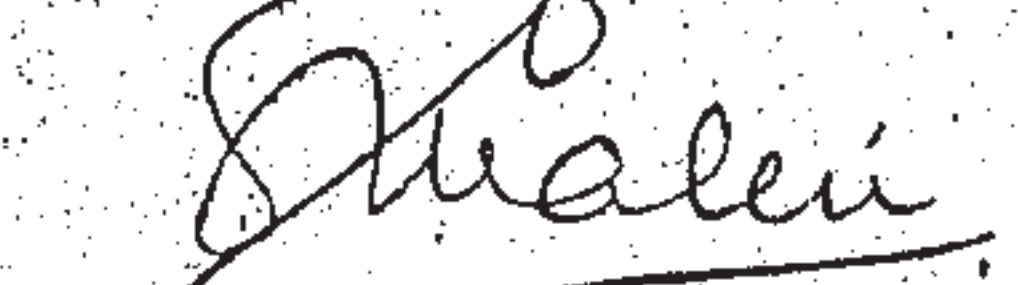
Dear Sir/Madam,

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

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

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

Yours faithfully,

  
Saroja Siraj Malik

Enclosed as above



# Saroja Malik

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

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

### Part-A: Details of the Acquisition

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





# Saroja Malik

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

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



# Saroja Malik

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

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

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

Name of Target Company: GI Engineering Solutions Limited

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

Signature of the Acquirer / Authorised Signatory:



Place: Mumbai

Date: October 21, 2016

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

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

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

# Saroja Malik

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

## 'ANNEXURE A'

Date: October 21, 2016

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

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

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

Dear Sir/Madam,

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

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

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

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

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



## Saroja Malik

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

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

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

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

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

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

Yours faithfully,

  
Saroja Siraj Malik

ANNEXURE - I (Contd/---)  
(WRT TRANSFEROR)

SAJID MALIK

702, Vastu, 7<sup>th</sup> floor,  
Bandstand, B.J.Road,  
Bandra (West),  
Mumbai-400 050

April 03, 2014

National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400 051  
Ph : 26598235, Fax: 26598237/38

Dear Sir,

Sub: Disclosure of shareholding under regulation 30(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Symbol : GISOLUTION

We are enclosing herewith the details of Shareholding of Promoters of GI Engineering Solutions Limited as on March 31, 2014 in accordance with the provisions of Regulation 30(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

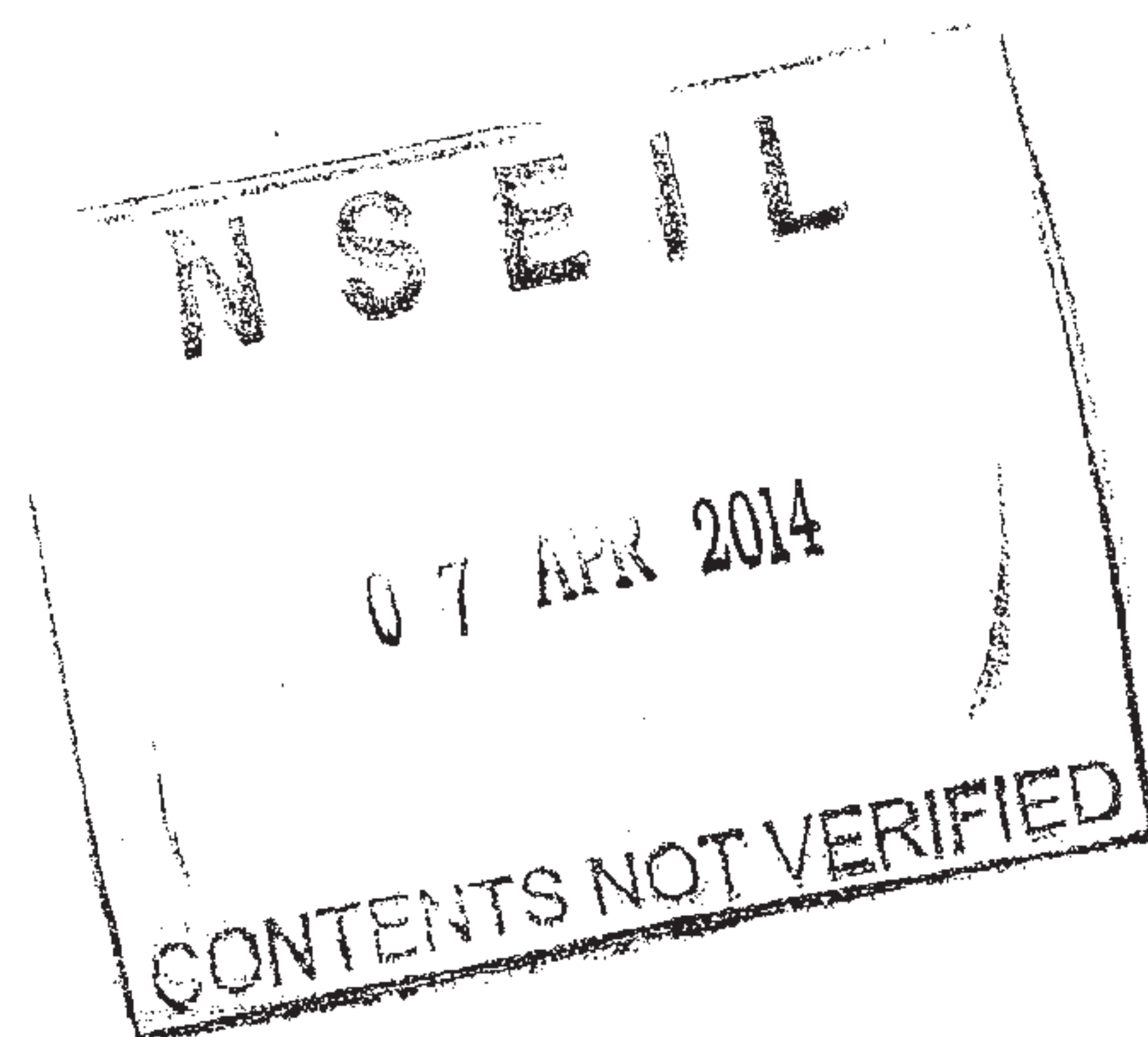
We request you to take the same on your record.

Thanking You,

Yours Faithfully,

  
SAJID MALIK  
PROMOTER  
GI ENGINEERING SOLUTIONS LIMITED

Encl: As Above



**Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

1. Name of the Target Company (TC)		GI ENGINEERING SOLUTIONS LIMITED		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed		1. BSE Limited 2. National Stock Exchange of India Limited		
3. Particulars of the shareholder(s): a) Name of person(s) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the share or voting rights of the TC. <p align="center">Or</p> b) Name(s) of promoter(s), member of the promoter group and PAC with him.		1. Sajid Malik 2. Saroja Malik 3. Sohel Malik 4. Kilam Holdings Limited 5. Kadam Holding Limited 6. Mrs. Saroja Malik jointly with Mr. Sajid Malik		
4. Particulars of the shareholding of person(s) mentioned at (3) above		Number	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
I)	Sajid Malik	1,25,772	1.46%	N.A.
II)	Saroja Malik	1,20,239	1.40%	N.A.
III)	Sohel Malik	17,65,000	20.49%	N.A.
IV)	Kilam Holdings Limited	13,78,405	16.01%	N.A.
V)	Kadam Holding Limited	5,061	0.06%	N.A.
VI)	Mrs. Saroja Malik jointly with Mr. Sajid Malik	700	0.01%	N.A.
As on March 31 of the year, holding of:				
a)	Shares	33,95,177	39.42%	N.A.
b)	<del>Voting Rights (otherwise than by shares)</del>			
c)	<del>Warrants,</del>			
d)	<del>Convertible Securities</del>			

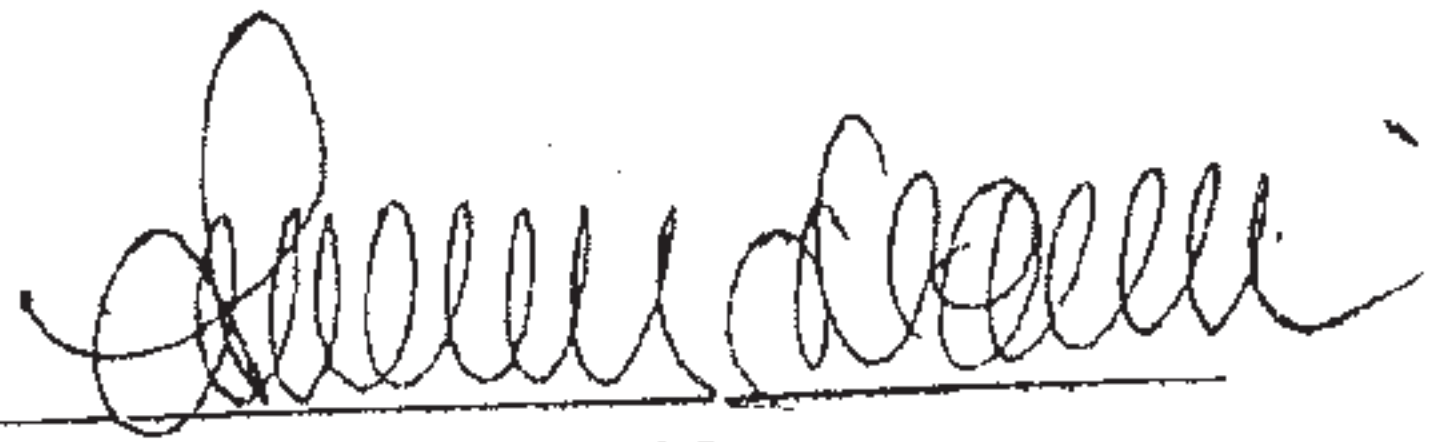
e) <del>Any other instrument that would entitle the holder to receive shares in the TC.</del>			
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(\* ) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Note

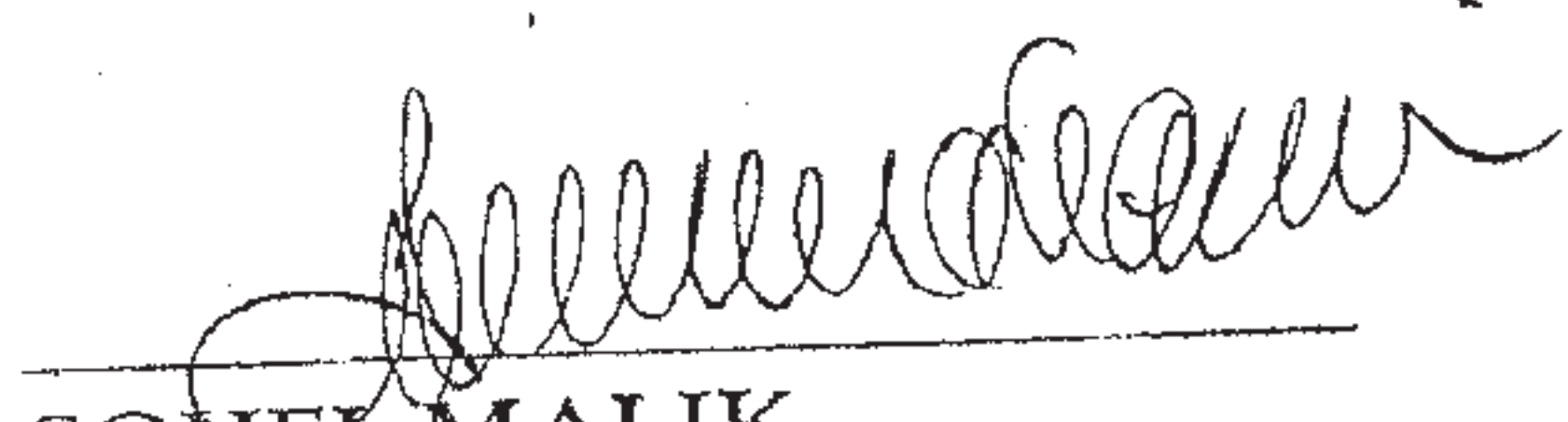
1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(Signature of Authorized Signatory):



SOHEL MALIK

For KILAM HOLDINGS LIMITED



SOHEL MALIK  
DIRECTOR

For KADAM HOLDING LIMITED



SOHEL MALIK  
DIRECTOR

Place: Mumbai

Date: April 01, 2014

Sajid Malik

702 VASTU, 7<sup>TH</sup> FLOOR, BANDSTAND, B. J. ROAD, BANDRA (WEST), MUMBAI - 400 050

April 03, 2015

To,

National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400 051  
Ph : 26598235, Fax: 26598237/38

Dear Sirs,

Sub: Disclosure of shareholding under regulation 30(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011


Symbol : GISOLUTION

We are enclosing herewith the details of Shareholding of Promoters of GI Engineering Solutions Limited as on March 31, 2015 in accordance with the provisions of Regulation 30(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

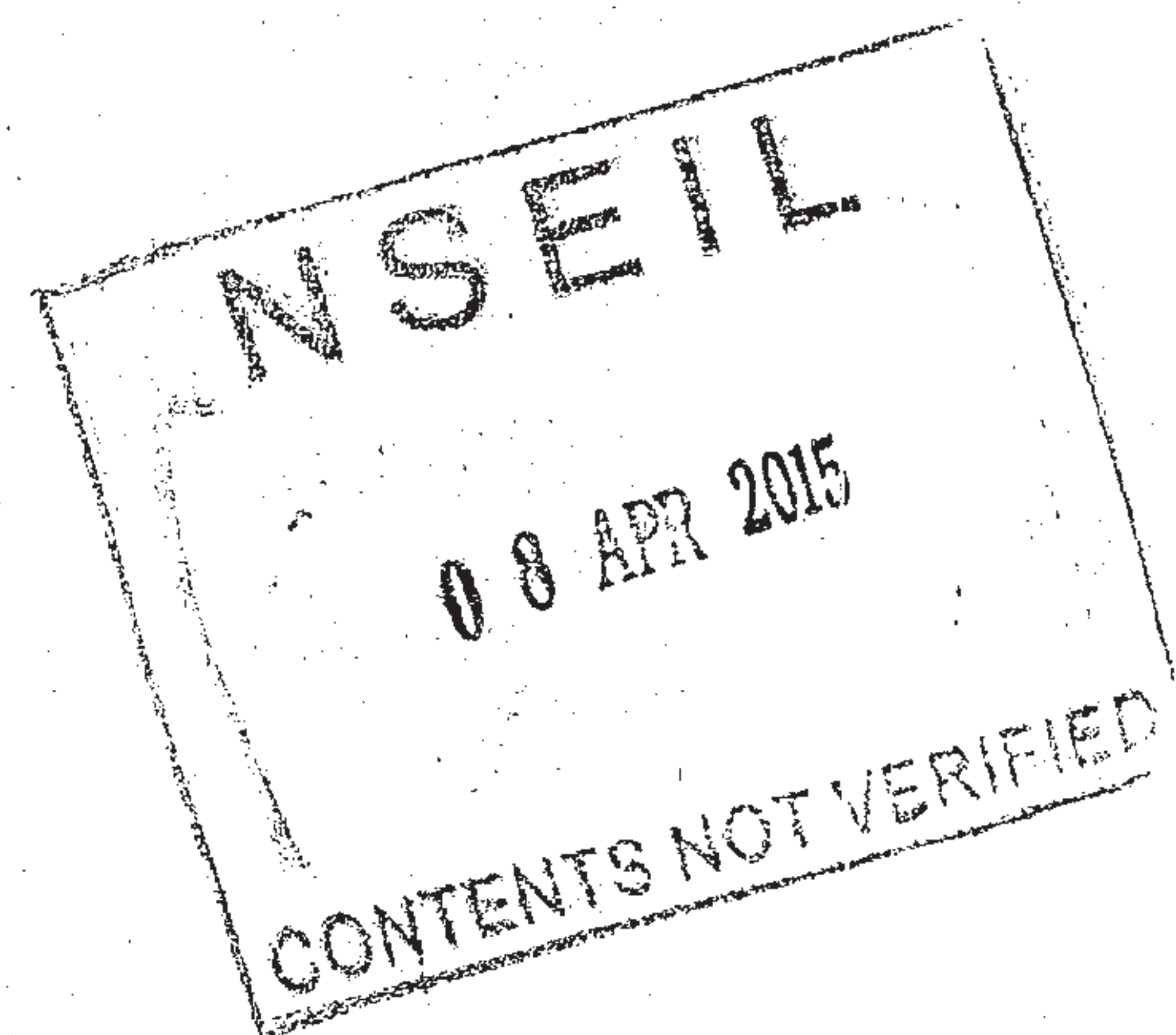
We request you to take the same on your record.

Thanking You,

Yours Faithfully,

  
SAJID MALIK  
PROMOTER  
GI ENGINEERING SOLUTIONS LIMITED  
(DIN: 00400366)

Encl. As Above





**Disclosure under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

**Part A - Details of Shareholding**

1. Name of the Target Company (TC)		GI ENGINEERING SOLUTIONS LIMITED		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed		1. BSE Limited 2. National Stock Exchange of India Limited		
3. Particulars of the shareholder(s): a. Name of person(s) with person acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.  Or b. Name(s) of promoter(s), member of the promoter group and PAC with him.		1. Sajid Malik 2. Saroja Malik 3. Sohel Malik 4. Kilam Holdings Limited 5. Kadam Holding Limited 6. Mrs. Saroja Malik jointly with Mr. Sajid Malik		
4. Particulars of the shareholding of person(s) mentioned at (3) above		Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
I.	Sajid Malik	1,25,772	1.46%	N.A.
II.	Saroja Malik	1,20,239	1.40%	N.A.
III.	Sohel Malik	17,65,000	20.49%	N.A.
IV.	Kilam Holdings Limited	13,78,405	16.01%	N.A.
V.	Kadam Holding Limited	5,061	0.06%	N.A.
VI.	Mrs. Saroja Malik jointly with Mr. Sajid Malik	700	0.01%	N.A.
As on March 31 of the year, holding of:				
a) Shares		33,95,177	39.42%	N.A.
b) <del>Voting Rights (otherwise than by shares)</del>				
c) <del>Warrants</del>				
d) <del>Convertible Securities</del>				
e) <del>Any other instrument that would entitle that holder to receive shares in the TC</del>				
<b>Total</b>		<b>33,95,177</b>	<b>39.42%</b>	<b>N.A.</b>

Total	33,95,177	39.42%	N.A.
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Part-B\*\*

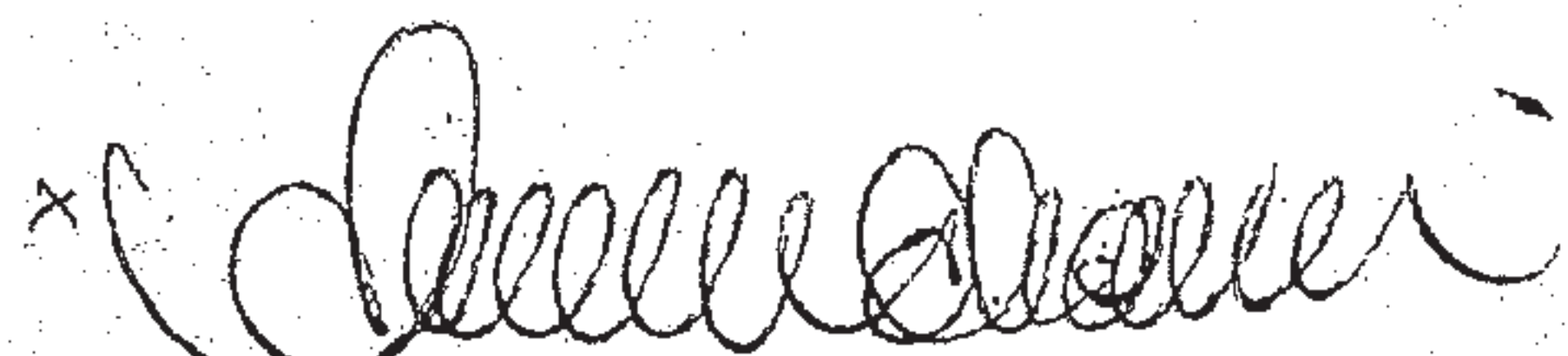
Name of the Target Company: GI Engineering Solutions Limited


Name(s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter/Promoter Group	PAN of the person and PACs
Sajid Malik	Yes	AAMP6510B
Saroja Malik	Yes	AGEPM7814Q
Sohel Malik	Yes	AKMPM5341C
Kilam Holdings Limited	Yes	AADCK0672Q
Kadam Holding Limited	Yes	AADCK0674J

  
 SOHEL MALIK  
 (DIN: 00987676)

For KILAM HOLDINGS LIMITED

For KADAM HOLDING LIMITED

  
 SOHEL MALIK  
 DIRECTOR  
 (DIN: 00987676)

  
 SOHEL MALIK  
 DIRECTOR  
 (DIN: 00987676)

Place: Mumbai  
 Date: April 01, 2015

**Note**

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

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

(\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

**Sajid Malik**

702 VASTU, 7<sup>TH</sup> FLOOR, BANDSTAND, B. J. ROAD, BANDRA (WEST), MUMBAI - 400 050

April 04, 2016

<b>BSE Limited</b> Corporate Relationship Department P.J. Towers, Dalal Street, Fort, Mumbai - 400 001 Ph : 22721233, Fax : 22723121/3719	✓ <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051 Ph : 26598235, Fax : 26598237/38
<b>Scrip Code: 533048</b>	<b>Symbol: GISOLUTION</b>

Dear Sirs,

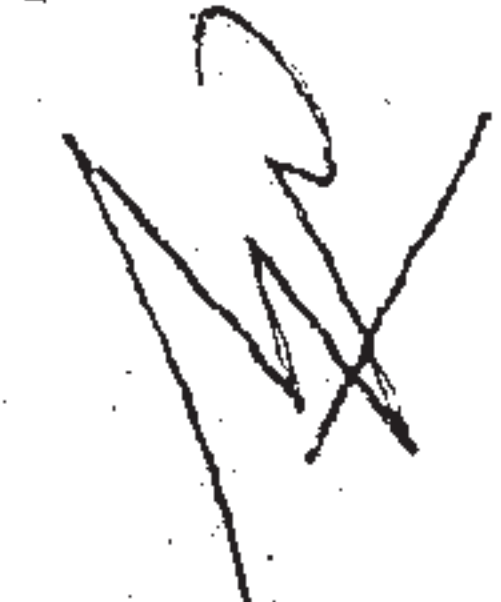
**Sub: Disclosure of shareholding under regulation 30(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011**

We are enclosing herewith the details of Shareholding of Promoters of GI Engineering Solutions Limited as on March 31, 2016 in accordance with the provisions of Regulation 30(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

We request you to take the same on your record.

Thanking You,

Yours Faithfully,



**SAJID MALIK**  
**PROMOTER**  
**GI ENGINEERING SOLUTIONS LIMITED**  
**(DIN: 00400366)**

Encl. As Above

NSEI  
18/04/2016

**Disclosure under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

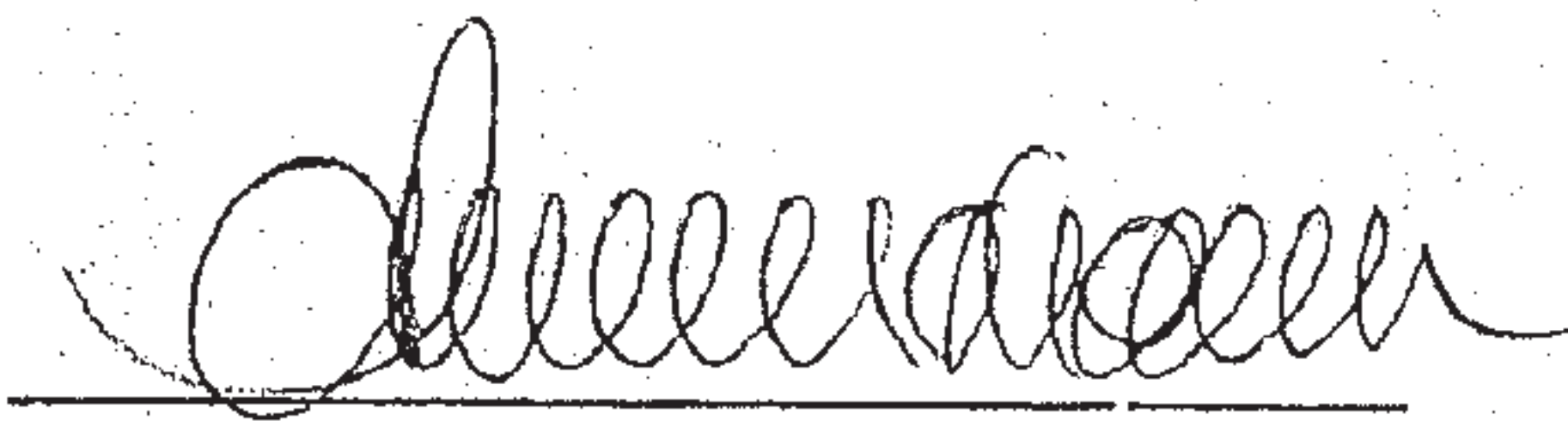
**Part A - Details of Shareholding**

1. Name of the Target Company (TC)		GI ENGINEERING SOLUTIONS LIMITED		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed		1. BSE Limited 2. National Stock Exchange of India Limited		
3. Particulars of the shareholder(s): c. Name of person(s) with person acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.  Or d. Name(s) of promoter(s), member of the promoter group and PAC with him.		1. Sajid Malik 2. Saroja Malik 3. Sohel Malik 4. Kilam Holdings Limited 5. Kadam Holding Limited 6. Mrs. Saroja Malik jointly with Mr. Sajid Malik		
4. Particulars of the shareholding of person(s) mentioned at (3) above		Number of shares	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
I.	Sajid Malik	1,25,772	1.46%	N.A.
II.	Saroja Malik	1,20,239	1.40%	N.A.
III.	Sohel Malik	17,65,000	20.49%	N.A.
IV.	Kilam Holdings Limited	13,78,405	16.01%	N.A.
V.	Kadam Holding Limited	5,061	0.06%	N.A.
VI.	Mrs. Saroja Malik jointly with Mr. Sajid Malik	700	0.01%	N.A.
As on March 31 of the year, holding of:				
a) Shares				
b) <del>Voting Rights (otherwise than by shares)</del>		33,95,177	39.42%	N.A.
c) <del>Warrants</del>				
d) <del>Convertible Securities</del>				
e) <del>Any other instrument that would entitle that holder to receive shares in the TC</del>				

**Part-B\*\***

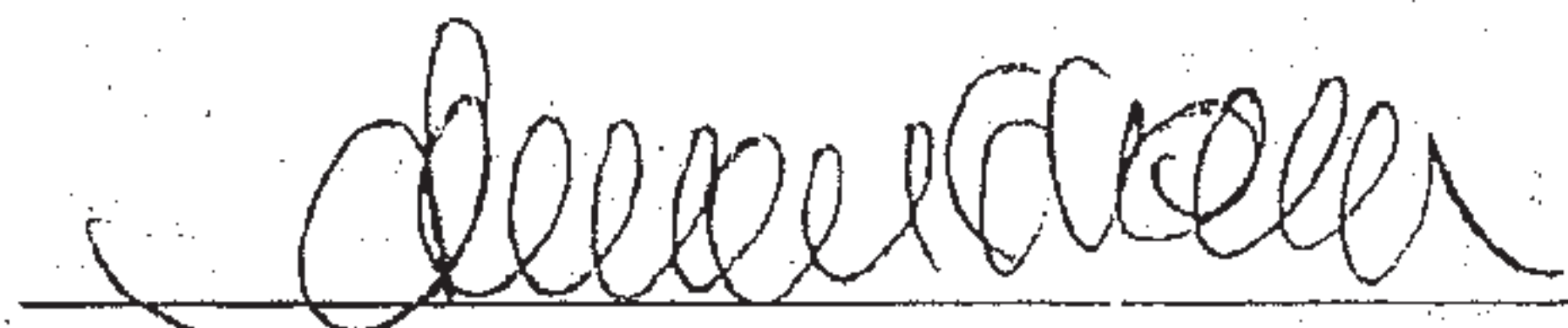
**Name of the Target Company: GI Engineering Solutions Limited**

<b>Name(s) of the person and Persons Acting in Concert (PAC) with the person</b>	<b>Whether the person belongs to Promoter/ Promoter Group</b>	<b>PAN of the person and PACs</b>
Sajid Malik	Yes	AAMPM6510B
Saroja Malik	Yes	AGEPM7814Q
Sohel Malik	Yes	AKMPM5341C
Kilam Holdings Limited	Yes	AADCK0672Q
Kadam Holding Limited	Yes	AADCK0674J



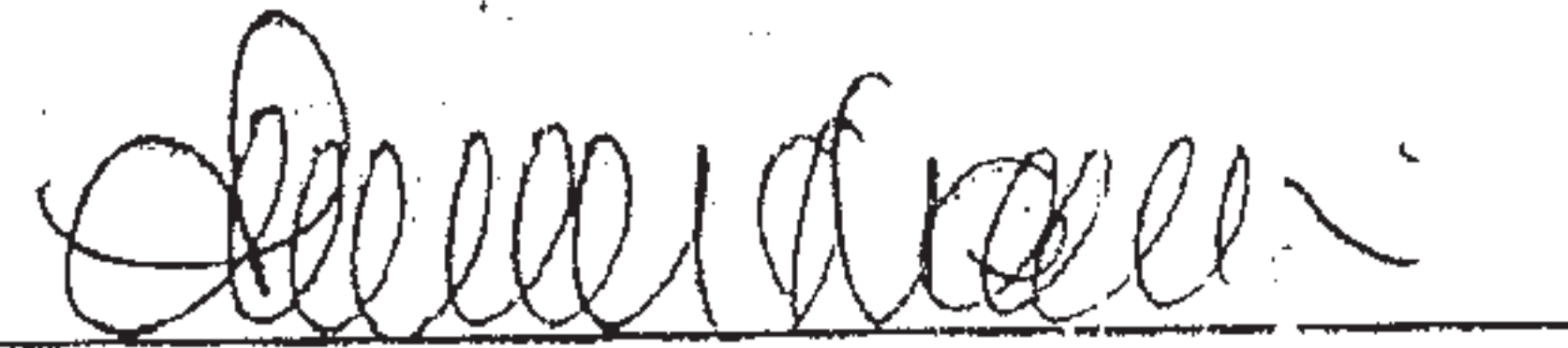
**SOHEL MALIK  
(DIN: 00987676)**

**For KILAM HOLDINGS LIMITED**



**SOHEL MALIK  
DIRECTOR  
(DIN: 00987676)**

**For KADAM HOLDING LIMITED**



**SOHEL MALIK  
DIRECTOR  
(DIN: 00987676)**

**Place: Mumbai**

**Date: April 01, 2016**

**Note**

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

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

(\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

# SOHEL S. MALIK

701, VASTU, BANDSTAND, B.J.ROAD, PAREIRA ROAD, BANDRA (WEST), MUMBAI - 400 050

Date: October 21, 2016

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

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

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

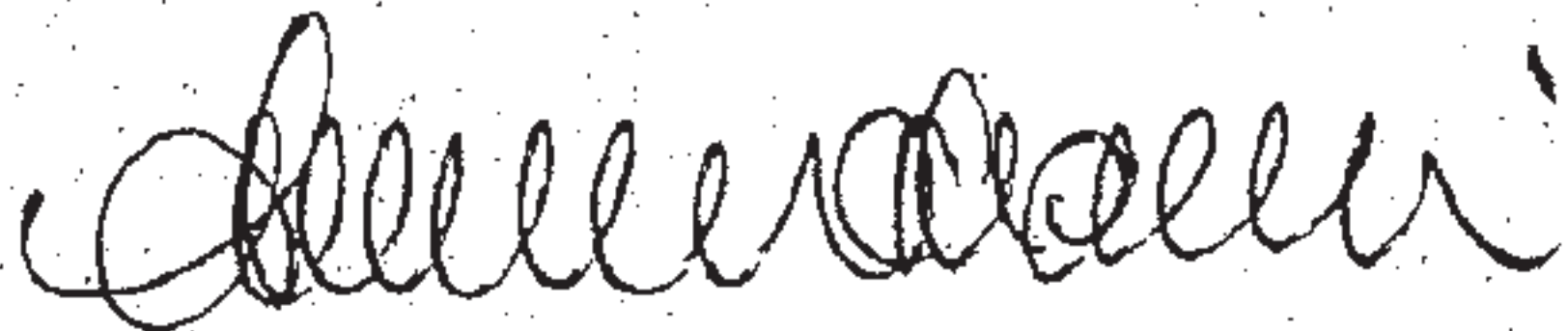
Dear Sir/Madam,

Re: Disclosure under Regulation 29(2) of Takeover Regulations

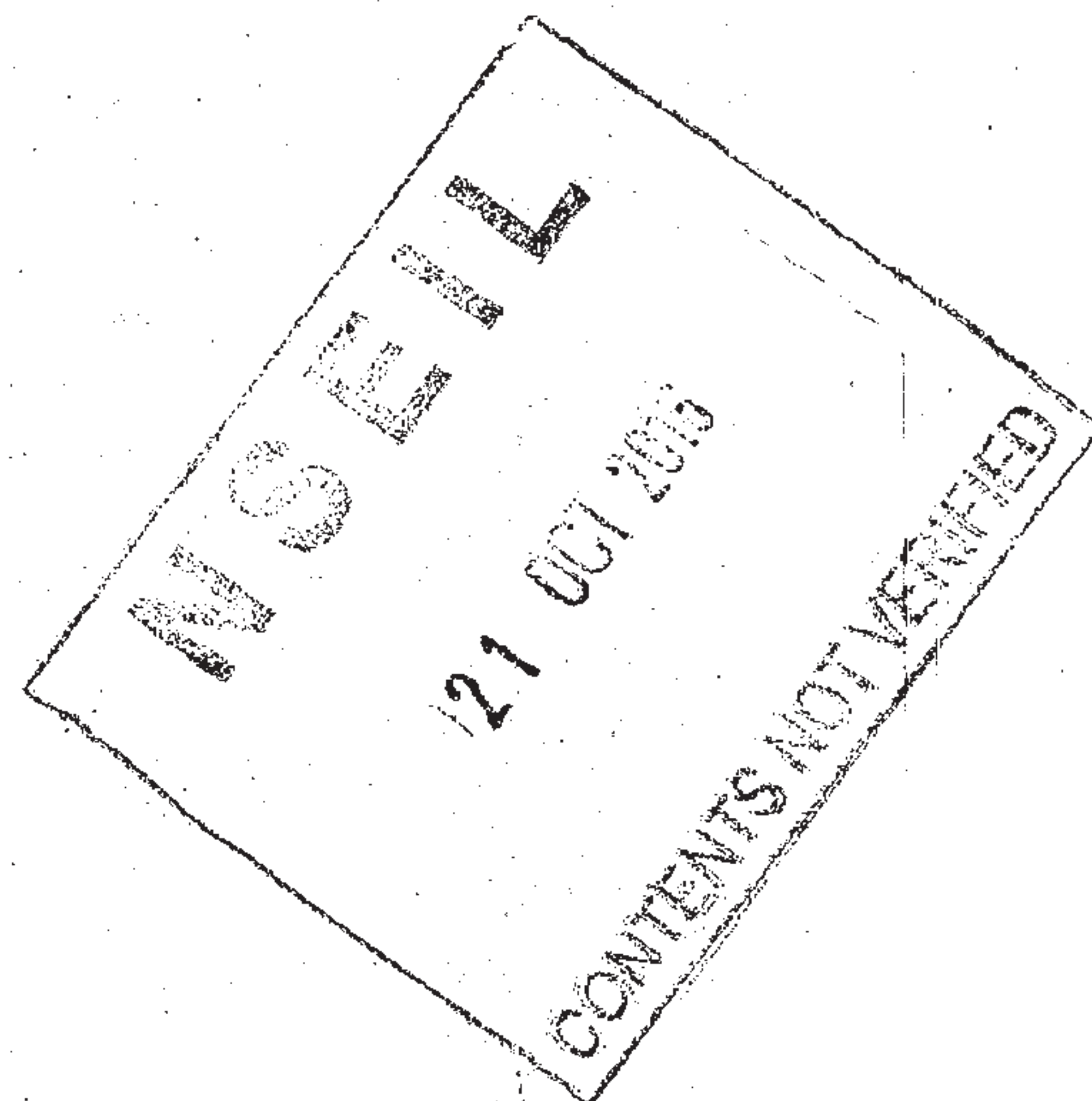
I attach the prescribed disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("*Takeover Regulations*").

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

Yours faithfully,

  
Sohel Siraj Malik

Enclosed as above

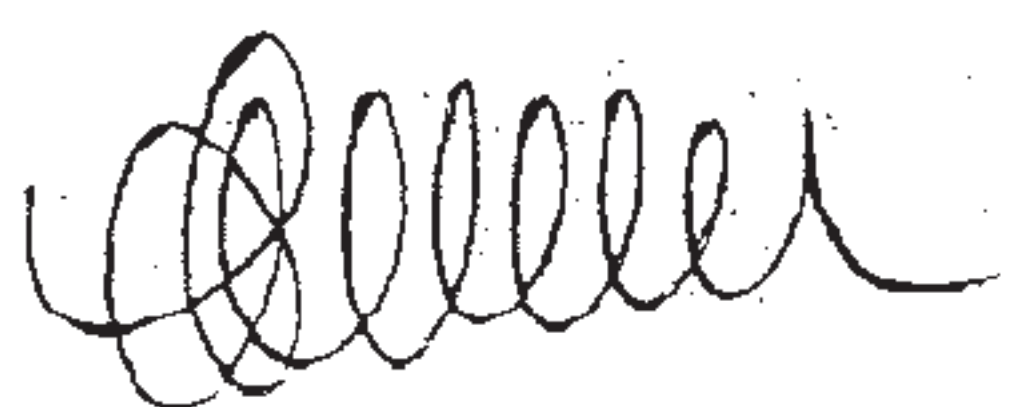


# SOHEL S. MALIK

701, VASTU, BANDSTAND, B.J.ROAD, PAREIRA ROAD, BANDRA (WEST), MUMBAI – 400 050

## DISCLOSURE UNDER REGULATION 29(2) OF TAKEOVER REGULATIONS

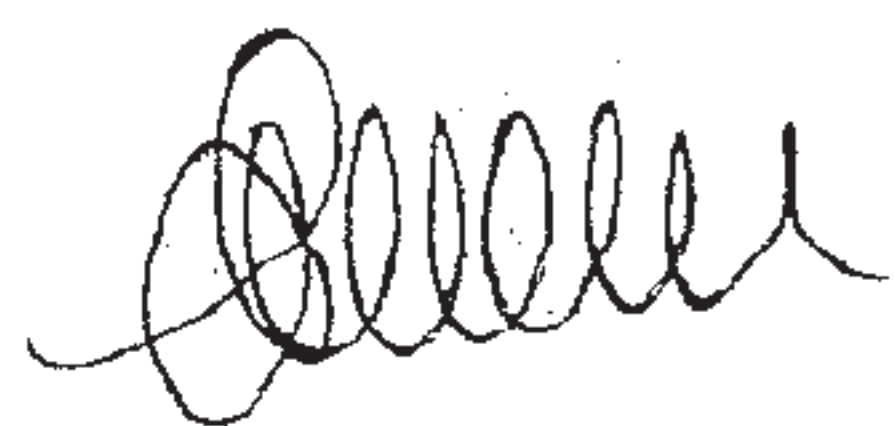
Name of the Target Company (TC)	GI Engineering Solutions Limited (" <i>GI</i> ")  Please refer to the note enclosed with this Form as Annexure A		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	NA		
Whether the acquirer belongs to Promoter/Promoter group	NA		
Name(s) of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



# SOHEL S. MALIK

701, VASTU, BANDSTAND, B.J.ROAD, PAREIRA ROAD, BANDRA (WEST), MUMBAI - 400 050

b) VRs acquired/sold otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+/-d)			
<b>After the acquisition/sale, holding of:</b>	N/A	N/A	N/A
a) Shares carrying voting rights			
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
e) Total (a+b+c+d)			
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	NA		
Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	NA		
Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 8,61,18,780 divided into 86,11,878 Equity Shares of Rs. 10 each.		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 8,61,18,780 divided into 86,11,878 Equity Shares of Rs. 10 each.		
Total diluted share/voting capital of the	Rs. 8,61,18,780 divided into 86,11,878		



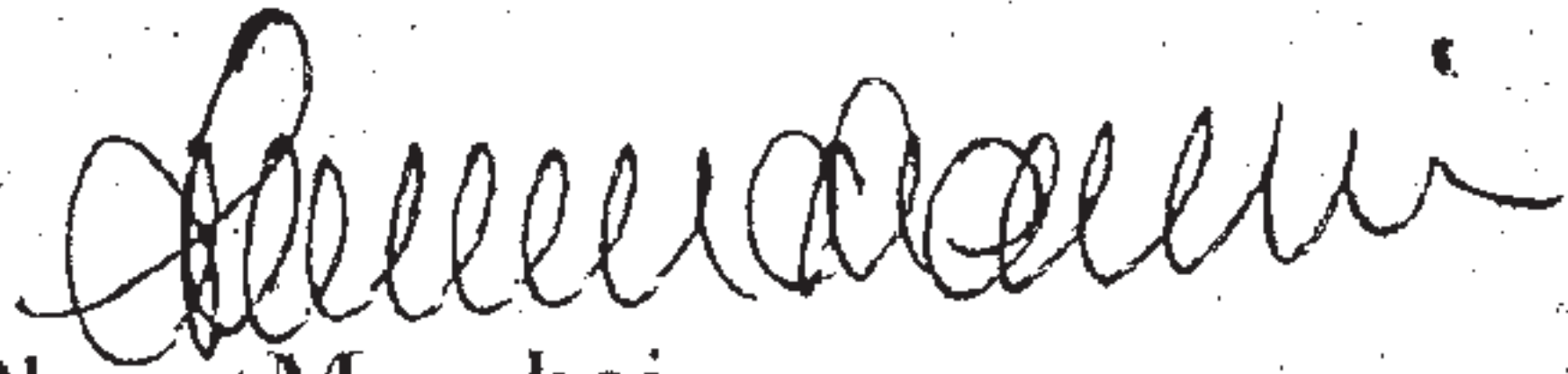


# SOHEL S. MALIK

701, VASTU, BANDSTAND, B.J. ROAD, PAREIRA ROAD, BANDRA (WEST), MUMBAI - 400 050

TC after the said acquisition	Equity Shares of Rs. 10 each.
-------------------------------	-------------------------------

Signature of the Acquirer/ Seller/ Authorised Signatory:



Place: Mumbai

Date: October 21, 2016

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

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

# SOHEL S. MALIK

701, VASTU, BANDSTAND, B.J.ROAD, PAREIRA ROAD, BANDRA (WEST), MUMBAI - 400 050

## 'ANNEXURE A'

Date: October 21, 2016

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

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

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

Dear Sir/Madam,

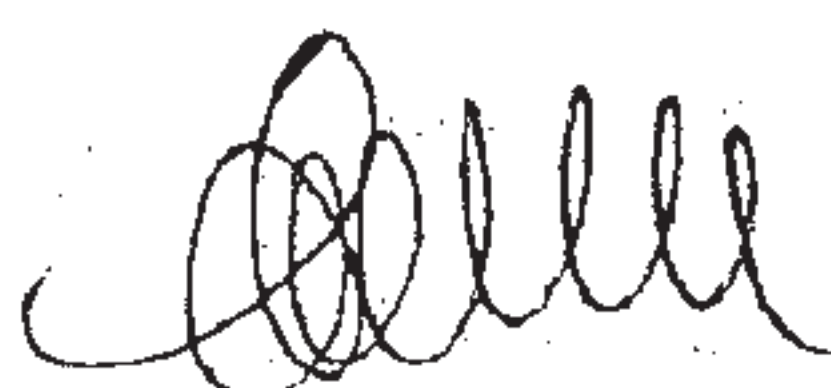
Re: Intimation of acquisition of shares in Kadam Holding Limited ("Kadam")

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

<i>Promoter &amp; Promoter Group</i>	<i>% of shareholding as on June 30, 2016<sup>1</sup></i>
Mr. Sohel Malik	20.49
Mr. Sajid Malik	1.46
Mrs. Saroja Malik	1.40
Kilam Holdings Limited	16.01
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2. Mr. Sohel Malik held 100 (one hundred) percent of the total paid-up share capital of Kadam.
3. On November 06, 2015, Mr. Sohel Malik transferred by way of gift, the economic interest in 100% of the shares of Kadam held by him to his mother, Mrs. Saroja Malik.
4. The constitution of the Board of Directors of Kadam as on November 06, 2015 was as follows:

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



# SOHEL S. MALIK

701, VASTU, BANDSTAND, B.J.ROAD, PAREIRA ROAD, BANDRA (WEST), MUMBAI – 400 050

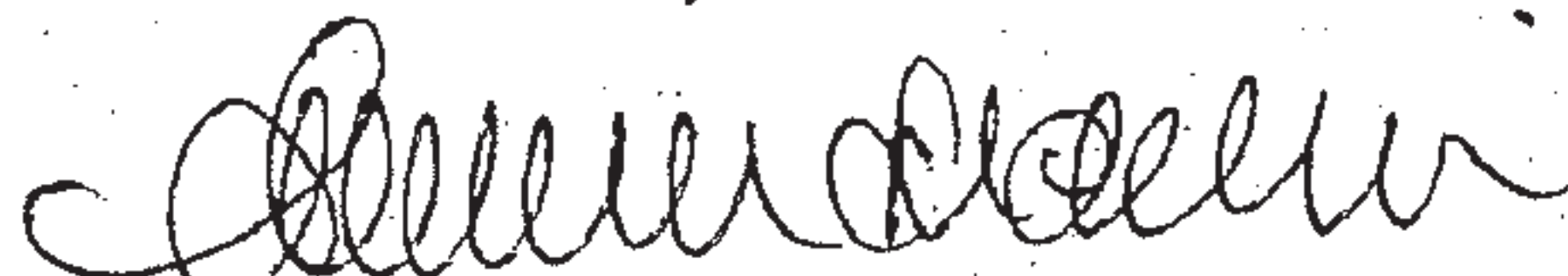
<i>Directors</i>	<i>Date of Appointment</i>
Noshir M. Chinwalla	February 08, 1999
Sohel Malik	February 08, 2002
Gawtam Gokool	July 16, 2014
Neeraj Nawaz	November 06, 2014

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

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

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

Yours faithfully,



Sohel Siraj Malik

# SOHEL S. MALIK

701, VASTU, BANDSTAND, B.J.ROAD, PAREIRA ROAD, BANDRA (WEST), MUMBAI - 400 050

Date: October 21, 2016

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

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

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

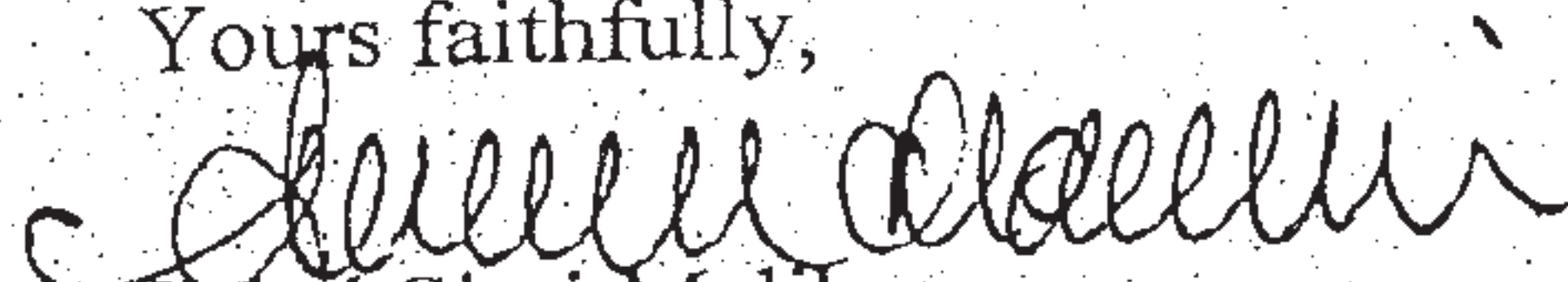
Dear Sir/Madam,

Re: Disclosure under Regulation 29(2) of Takeover Regulations

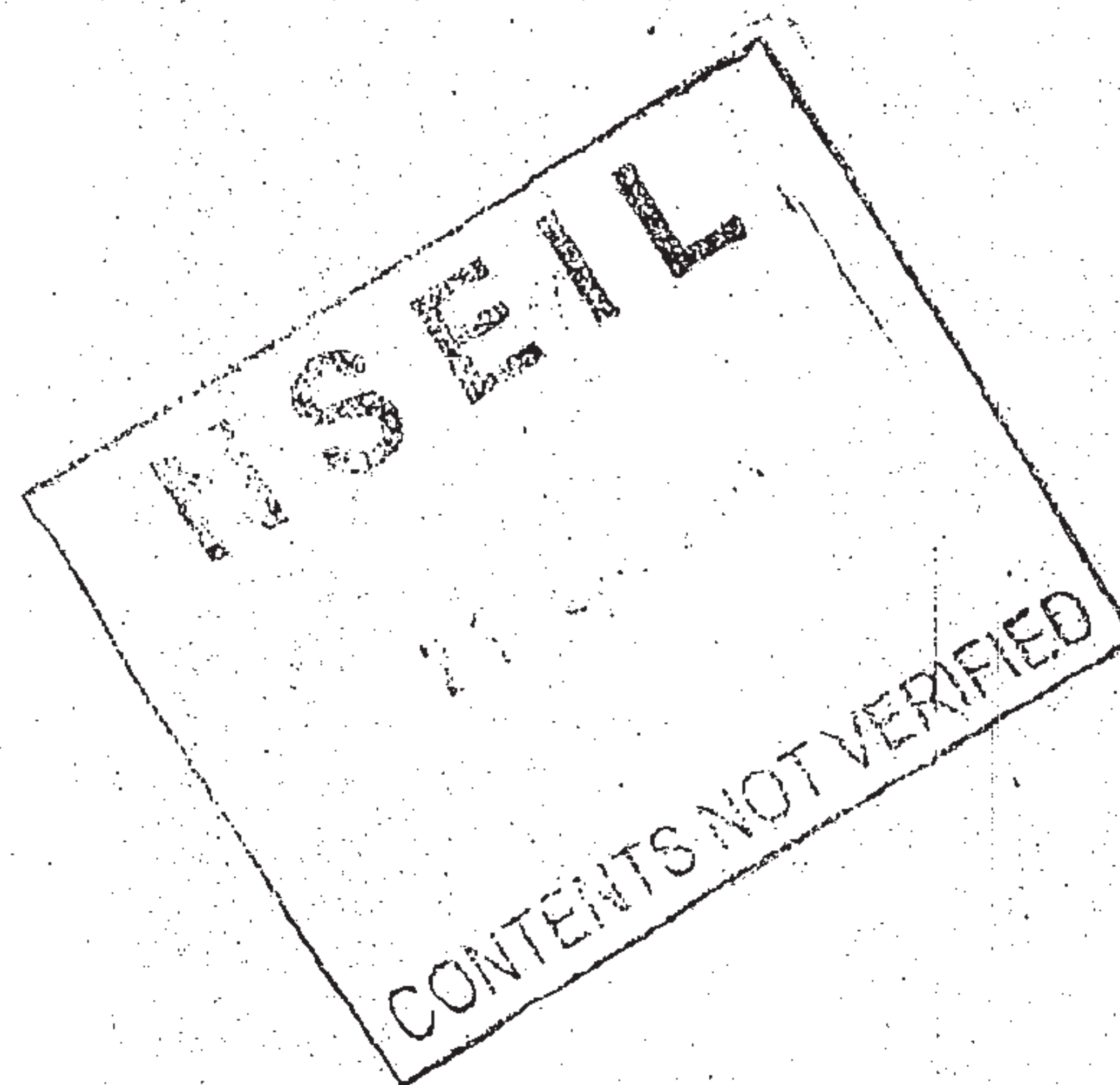
I attach the prescribed disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("*Takeover Regulations*").

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

Yours faithfully,

  
Sohel Siraj Malik

Enclosed as above

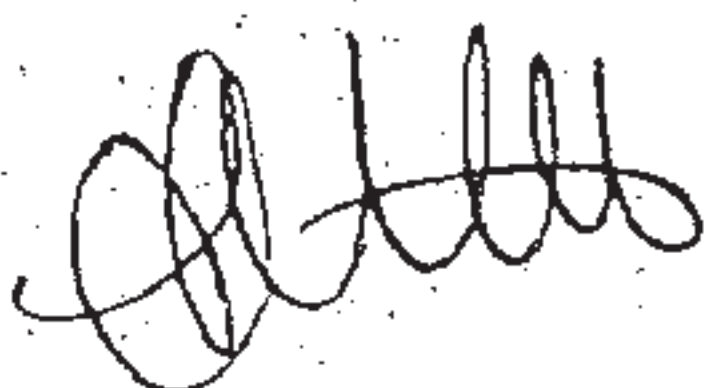


# SOHEL S. MALIK

701, VASTU, BANDSTAND, B.J.ROAD, PAREIRA ROAD, BANDRA (WEST), MUMBAI -- 400 050

## DISCLOSURE UNDER REGULATION 29(2) OF TAKEOVER REGULATIONS

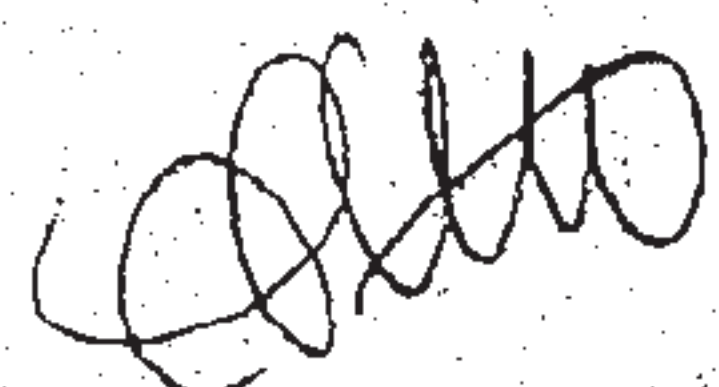
Name of the Target Company (TC)	GI Engineering Solutions Limited (" <i>GI</i> ")  Please refer to the note enclosed with this Form as Annexure A		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	NA		
Whether the acquirer belongs to Promoter/Promoter group	NA		
Name(s) of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



# SOHEL S. MALIK

701, VASTU, BANDSTAND, B.J.ROAD, PAREIRA ROAD, BANDRA (WEST), MUMBAI - 400 050

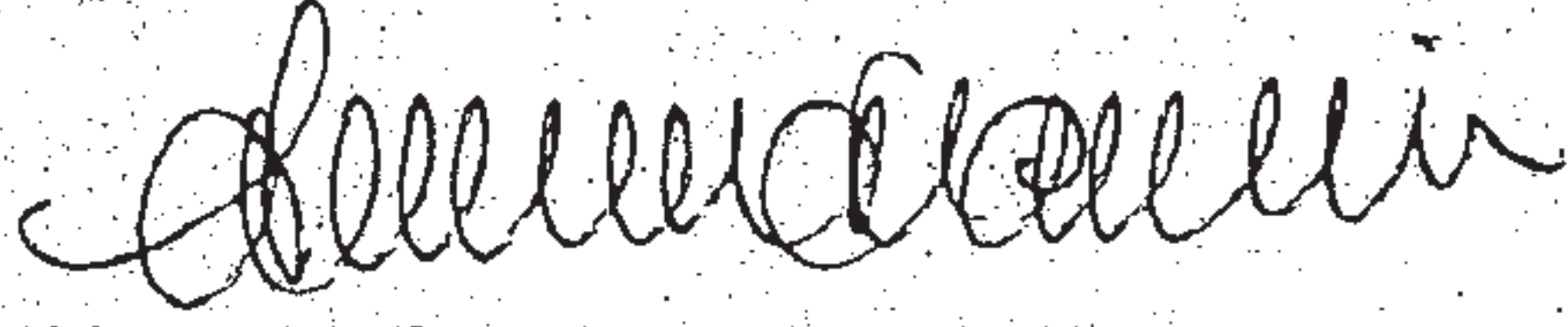
b) VRs acquired/sold otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+/-d)			
<b>After the acquisition/sale, holding of:</b>	N/A	N/A	N/A
a) Shares carrying voting rights			
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
e) Total (a+b+c+d)			
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	NA		
Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	NA		
Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 8,61,18,780 divided into 86,11,878 Equity Shares of Rs. 10 each.		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 8,61,18,780 divided into 86,11,878 Equity Shares of Rs. 10 each.		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 8,61,18,780 divided into 86,11,878 Equity Shares of Rs. 10 each.		



# **SOHEL S. MALIK**

701, VASTU, BANDSTAND, B.J.ROAD, PAREIRA ROAD, BANDRA (WEST), MUMBAI - 400 050.

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



**Place: Mumbai**

**Date: October 21, 2016**

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

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

# SOHEL S. MALIK

701, VASTU, BANDSTAND, B.J.ROAD, PAREIRA ROAD, BANDRA (WEST), MUMBAI - 400 050

## 'ANNEXURE A'

Date: October 21, 2016

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

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

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

Dear Sir/Madam,

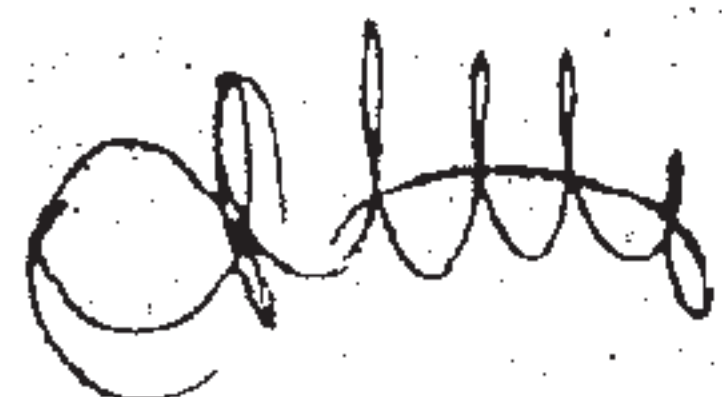
Re: Intimation of acquisition of shares in Kilam Holdings Limited ("*Kilam*")

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

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

2. Mr. Sohel Malik held 100 (one hundred) percent of the total paid-up share capital of Kilam.
3. On November 06, 2015, Mr. Sohel Malik transferred by way of gift, the economic interest in 99.99% of the shares of Kilam held by him to his brother to Mr. Sajid Malik.

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





# SOHEL S. MALIK

701, VASTU, BANDSTAND, B.J.ROAD, PAREIRA ROAD, BANDRA (WEST), MUMBAI - 400 050

4. On August 29, 2016, Mr. Sohel Malik transferred to Mr. Sajid Malik, by way of gift, the economic interest in the remaining 1 (one) share representing 0.01% (*negligible*) of the shareholding in Kilam.

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

<i>Directors</i>	<i>Date of Appointment</i>
Sohel Malik	April 16, 1999
Gawtam Gokool	July 16, 2014
Neeraj Nawaz	November 06, 2014

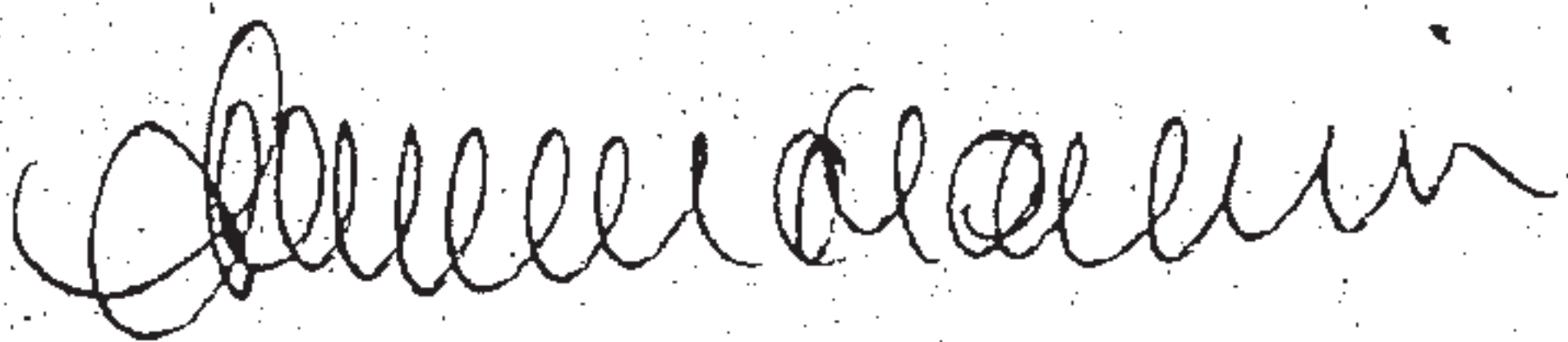
6. On August 29, 2016, Mr. Sohel Malik transferred all the shares in Kilam to Mr. Sajid Malik, in which economic interest had already been transferred (refer to para 3 above), in entirety and consequently the Board of Directors was reconstituted as follows:

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

7. The total shareholding of the Target Company of the Promoter Group as well as each of the Promoters individually, with persons acting in concert, has not undergone any change. Likewise, the control over the Target Company has remained unchanged.

8. In view of paragraph 7 above, we believe no disclosures are required to be made the SEBI Act. However, this disclosure is being made under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, merely by way of abundant caution.

Yours faithfully,



Sohel Siraj Malik

# Saroja Malik

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

## Annexure-2

### Shareholding Pattern of Promoter and Promoter Group as on September 30, 2016

Name	Before the proposed transaction		After the proposed transaction	
	No. of shares	% w.r.t total share capital of TC	No. of shares	% w.r.t total share capital of TC
Saroja Siraj Malik	1,20,939	1.40%	16,91,716	19.64%
Sajid Siraj Malik	1,25,772	1.46%	3,18,995	3.70%
Sohel Siraj Malik	17,65,000	20.49%	1000	0.01%
Kadam Holding Limited	5,061	0.06%	5,061	0.06%
Kilam Holdings Limited	13,78,405	16.01%	13,78,405	16.01%
<b>TOTAL</b>	<b>33,95,177</b>	<b>39.42%</b>	<b>33,95,177</b>	<b>39.42%</b>

