

Date: September 05, 2023

To,

The Corporate Relations Department BSE Limited PJ Towers, 25th Floor, Dalal Street, Mumbai – 400 001 Company Scrip Code: 542851	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 Symbol: GENSOL
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Company Code: 542851

Dear Sir,

Sub: Intimation of the 11th Annual General Meeting of the company.

This to inform you that 11th Annual General Meeting (AGM) of Gensol Engineering Limited (“the Company”) will be held on Friday, September 29, 2023 through Video Conferencing (VC)/Other Audio Visual Means (OAVM) at 09:00 AM. Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Notice of 11th AGM is enclosed herewith.

The Company has engaged the services of Link Intime India Private Limited (Link Intime) to provide the remote e-voting facility to the members of the Company. The remote e-voting facility will be available at <https://instavote.linkintime.co.in> and the members holding shares either in physical form or in electronic form as on cut-off date (i.e., Friday, September 22, 2023) shall only be entitled for availing the remote e-voting facility. Please make note of the following dates for e- voting:

Date and time of commencement of remote e-voting: Tuesday, September 26, 2023 at 9:00 AM.**Date and time of end of remote e-voting:** Thursday, September 28, 2023 at 5:00 P.M.

The Annual Report along with Notice of AGM can be downloaded from website of the Company (www.gensol.in).

Kindly take the same on your record and display the same on the website of your Stock Exchange.

Yours faithfully,

For, Gensol Engineering Limited**Anmol Singh Jaggi**
Managing Director
DIN: 01293305

STATUTORY REPORTS

7. NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 11th (Eleventh) Annual General Meeting for the year 2022-2023 of the shareholders of Gensol Engineering Limited will be held on Friday, the 29th day of September 2023 at 09:00 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business. The venue of the AGM shall be deemed to be the Registered Office of the Company at 15th Floor, A Block, Westgate Business Bay, S G Road, Jivraj Park Ahmedabad 380051.

ORDINARY BUSINESS

Item No.1

To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon.

Item No. 2

To receive, consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon.

Item No. 3

To appoint a director in place of Mr. Puneet Singh Jaggi who retires by rotation and being eligible, offers him self for re-appointment.

SPECIAL BUSINESS

Item No. 4

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

“RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2024, be and is hereby ratified.”

STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

Item No. 5

Appointment of Ms.Vibhuti Patel as Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED that Ms.Vibhuti Patel (DIN: 10214165), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from July 11, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any modification and enactment thereof), and the Article of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Independent Director of the Company, not liable to retire by rotation.”

Item No. 6

To Increase in Authorized Capital 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 provision of Section 61, 63 and other applicable provisions, if any, of the Companies Act 2013 (“Act”) and read with the Companies (Share Capital and Debenture) Rules, 2014 made thereunder (including any statutory modification or re enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase authorized share capital of the Company from Rs. 15,00,00,000.00 (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10.00 (Rupees Ten only) each To Rs. 40,00,00,000.00 (Rupees Fourty Crore only) divided into 4,00,00,000 (Four Crore Only) Equity Shares of Rs. 10.00 (Rupees Ten only) each and consequently clause no. V of the Memorandum of Association of the Company stands substituted by the following:

*“V. The authorized share capital of the Company is Rs. 40,00,00,000.00 (Rupees Fourty Crore only) divided into 4,00,00,000 (Four Crore Only) Equity Shares of Rs.10.00 (Rupees Ten only) each.”

“RESOLVED FURTHER THAT in pursuant to the provision of Sections 61 and 64 of the Act read with Rule 15 of Companies (Share Capital and Debentures) Rules, 2014, any director of the company be and is hereby authorized to file e-form SH-7 along with the copy of altered memorandum with the Registrar of Companies with the fee as provided in the Companies (Registration of offices and fees) Rules, 2014 or any other e-form(s) and documents for and on behalf of the Company, if required, in connection therewith with any person, statutory and/or governmental authority in this regard as it may in its

STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

absolutely discretion deem fit, and to do all acts and take all such steps as may be necessary proper or expedient to give effect to the aforesaid resolution.”

Item No. 7

To Issue Bonus shares 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** in pursuant of Section 63(2)(b) of the Companies Act, 2013, and the rules made thereunder, and as per the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent of the members be and are hereby accorded for capitalization of a sum not exceeding Rs.25,24,85,980 (Rupees Twenty Five Crore Twenty Four Lakh Eighty Five Thousand Nine Hundred Eighty) from the Securities Premium Account, General Reserves or any other permitted reserves/ surplus of the Company for the purpose of issue of Bonus Shares of Rs. 10 (Rupees Ten Only) each, credited as fully paid-up to the holders of the Equity shares of the Company whose names shall appear on the Register of Members on the ‘Record Date’ determined by the Board, in the proportion of 2 (Two) Bonus Equity Share of Rs. 10 (Rupees Ten Only) for every 1 (One) fully paid-up Equity Shares of Rs. 10 (Rupees Ten Only) each held by them and the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the Paid up capital of the Company.”

“**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall rank pari passu in all respects with fully paid-up Equity Shares of the Company as existing on the Record Date.”

“**RESOLVED FURTHER THAT** No members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer. All fractions of bonus equity shares shall be ignored and accordingly the number of issuances of bonus share may be reduced.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, Any Director of the company is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

By and On behalf of Board of Directors,
Gensol Engineering Limited

Sd/-

Anmol Singh Jaggi
Managing Director
DIN: 01293305

Date: 05/09/2023
Place: Ahmedabad

STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in resolution no. 4 to 7 is annexed herewith.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e- voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <http://gensol.in/investors>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchanges of India Limited at www.nseindia.com and EGM/AGM Notice is also available on the website on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>
6. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

Remote e Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in dematmode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

The remote e voting period begins on Tuesday , September 26, 2023 at 09:00 A.M. and ends on Thursday, September 28, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by Link Intime India Pvt. Ltd. for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 22, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2023. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

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

<u>Type of shareholders</u>	<u>Login Method</u>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</p> <p>After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register On line for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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. 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links for e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Once login, you will be able to see e Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <input type="checkbox"/> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above <input type="checkbox"/> Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). <input type="checkbox"/> Click “confirm” (Your password is now generated). <ol style="list-style-type: none"> 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
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STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 0222305873 8 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

• Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

• Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

• Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10- digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for

STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

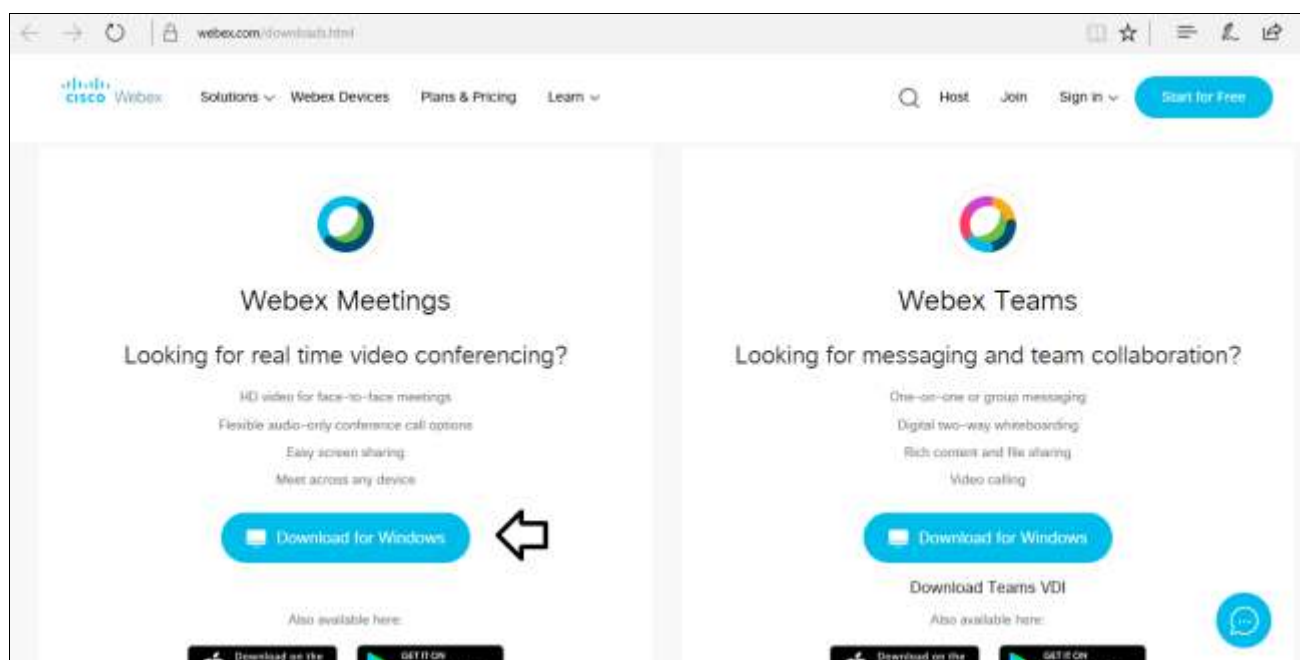
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Annexure

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

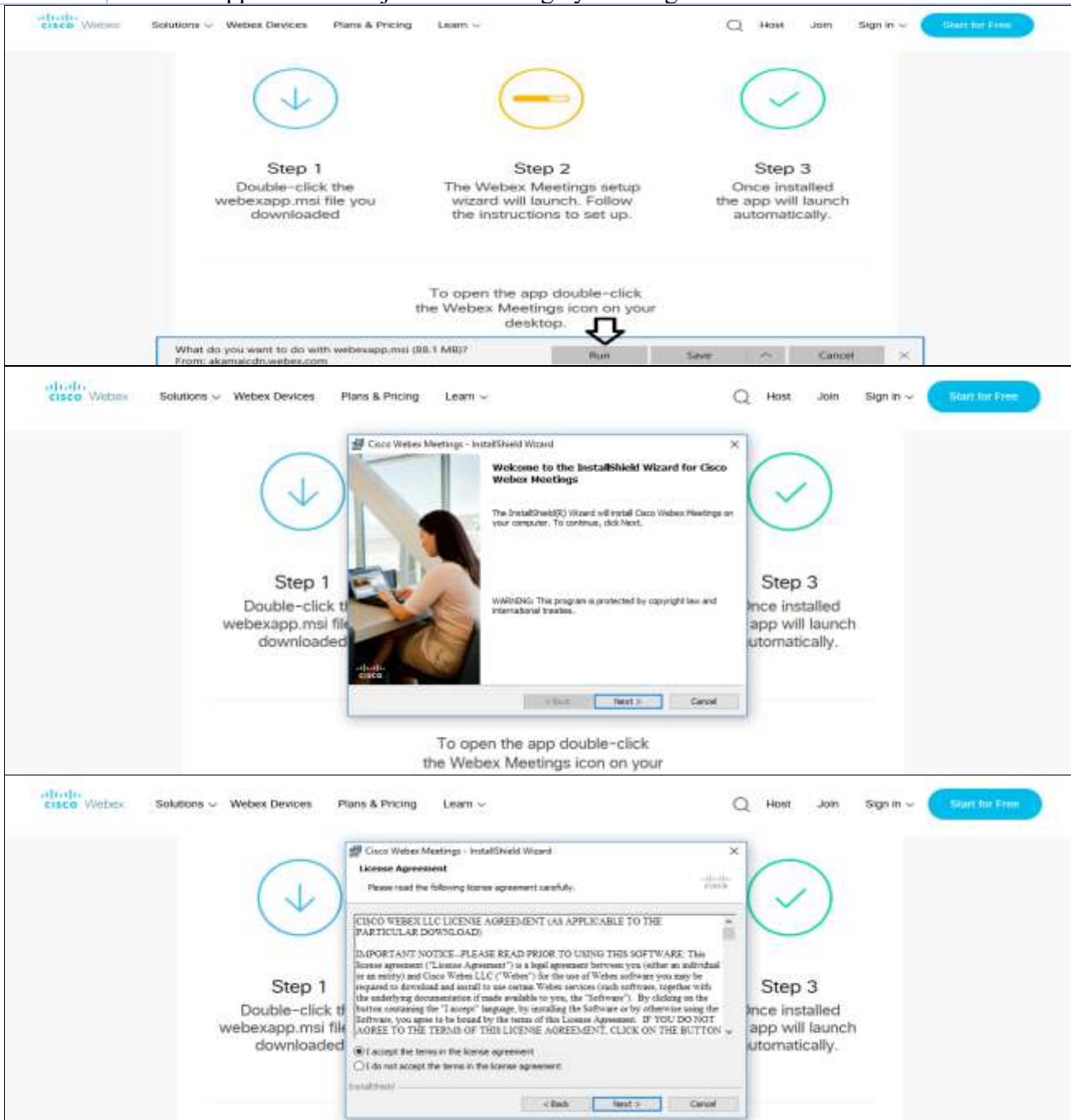
- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/> <https://meetingsapac30.webex.com/webappng/sites/meetingsapac30/dashboard?siteurl=meetingsapac30>



STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



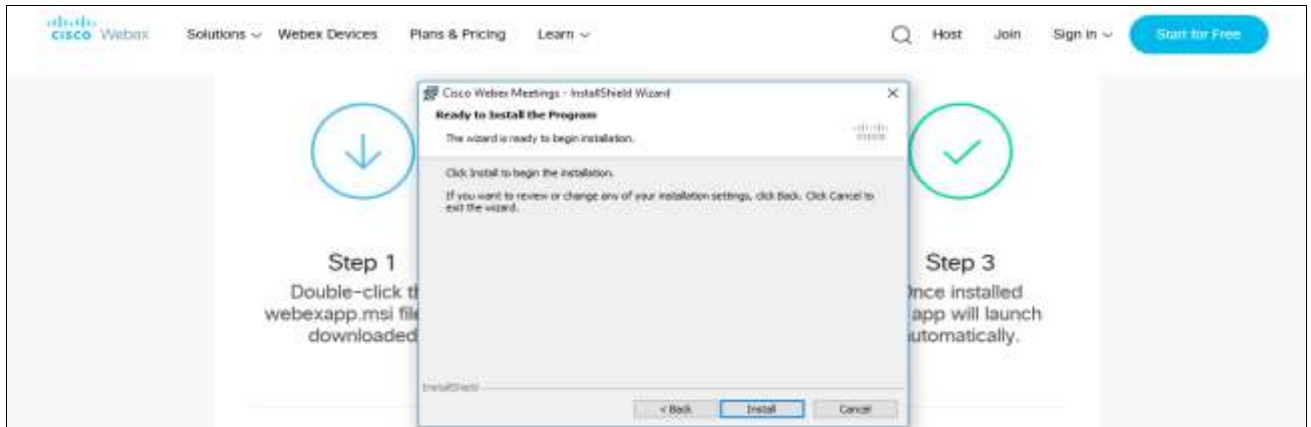
The screenshots illustrate the installation steps for the Cisco Webex application:

- Step 1:** Double-click the webexapp.msi file you downloaded.
- Step 2:** The Webex Meetings setup wizard will launch. Follow the instructions to set up.
- Step 3:** Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.

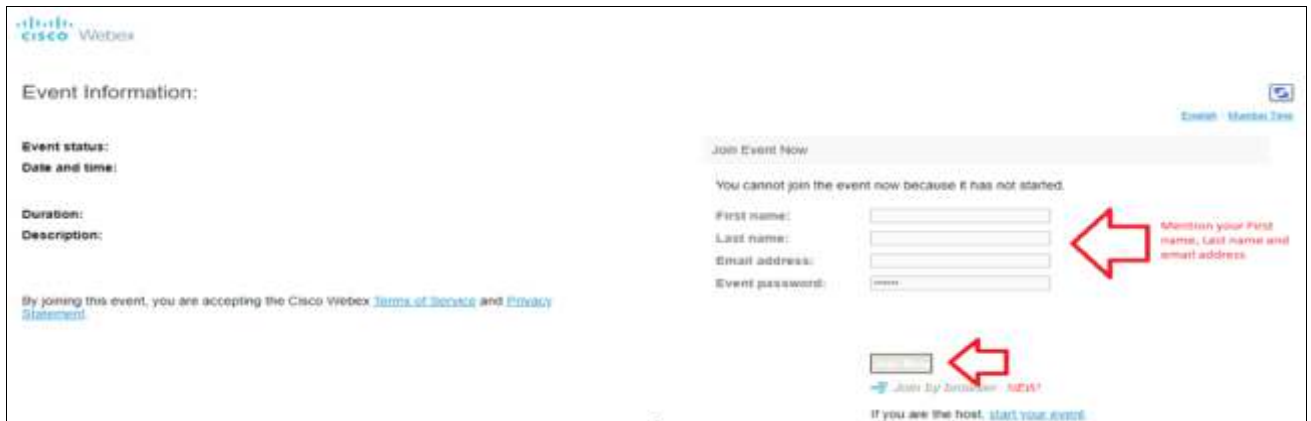
STATUTORY REPORTS

NOTICE TO SHAREHOLDERS



or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

Statement / Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder:

Item No.04

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2024, as per the following details.

Sr. No.	Name of Cost Auditor	Cost Audit Fees (Inclusive of Tax) (Amount In Rs.)
01	R J & Associates	60,000/-

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024 by passing an Ordinary Resolution as set out at Item No.4 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for ratification by the Members

Item No. 5

The Board of Directors, at its meeting held on July 11, 2023, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Vibhuti Patel as an Additional Director of the Company with effect from July 11, 2023. The Board, at the same meeting, also appointed Ms. Vibhuti Patel as Woman Independent Director of the Company, for a period of five years with effect from July 11, 2023, subject to approval of the Members. In terms of Section 161(1) of the Act, Ms. Vibhuti Patel holds the office of Additional Director only upto the date of this Annual General Meeting of the Company, and is eligible for appointment as a Director. The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director

STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

Ms. Vibhuti Patel has also confirmed that she is not disqualified from being appointed as Director, in terms of the provisions of Section 164(1), 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company.

In the opinion of the Board, Ms. Vibhuti Patel fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and She is independent of the management. Considering Ms. Vibhuti Patel knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from July 11, 2023.

Copy of letter of appointment of Ms. Vibhuti Patel setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Ms. Vibhuti Patel, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure to this Notice. Brief profile of Ms. Vibhuti Patel is given at Annexure to this Notice. Except Ms. Vibhuti Patel, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

Item No. 6

In order to issue further shares, the Company must first increase its authorized share capital.

Hence, the board of directors of the Company (“Board”), vide its resolution dated September 05, 2023 has proposed to increase the authorized share capital of the Company. Pursuant to Sections 61(1) (a) and 64(1) (a) of the Companies Act, 2013, the shareholders of the Company must accord their consent to the proposed increase in the authorised share capital. The Board, therefore, seeks approval of the shareholders for the same.

In order to reflect the increase authorised share capital of the Company, and in order to confirm to the requirements of the Companies Act, 2013, Clause V the Memorandum of Association of the Company must be amended.

A draft of the amended Memorandum of Association with the following Clause V shall be Tabled and initialed for discussion:

“V. The authorized share capital of the Company is Rs. 40,00,00,000.00 (Rupees Fourty Crore only) divided into 4,00,00,000 (Four Crore Only) Equity Shares of Rs. 10.00 (Rupees Ten only) each.”

STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

In order to reflect the increase authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013 the Memorandum of Association of the Company must be amended and restated.

The Board now seeks the approval of shareholders for the same as an Special resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution except to the extent of their shareholding in the Company.

Item No. 7

The Board in its meeting held on September 05, 2023 considered and approved a Bonus issue of 2 (Two) Equity Share for every 1 (One) Equity Share held as on a 'record date' to be determined by the Board.

None of the Directors, key managerial personnel and their relatives is in any way concerned or interested in the resolution except to the extent of their shareholding in the Company.

The Board recommends the resolution for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

By and on Behalf of Board of Directors,
Gensol Engineering Limited
Sd/-

Anmol Singh Jaggi
Managing Director
DIN: 01293305
Date: September 05, 2023

STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

Annexure to Notice

Details of Directors relating by rotation/seeking appointment/re-appointment at the Meeting:

Name of Director	Puneet Singh Jaggi
Date of Birth	May 30, 1987
Age	36 Years
Date of Appointment	February 27, 2019
Expertise in specific Functional Areas	He has and experience of more than 11 years in Solar Industry. He looks after designing of Technical, Architecture and manage entire Product development cycle of the company.
Qualifications	Bachelor of Technology (Chemical Engineering) from Indian Institute of Technology Roorkee
Directors in other Public Companies	NIL
Other Positions	Prescinto Technologies Private Limited Blu-Smart Mobility Tech Private Limited Blu-Smart Charge Private Limited Blu-Smart Fleet Private Limited Gensol Ventures Private Limited Gensol Consultants Private Limited Gensun Renewables Private Limited Param Renewable Energy Private Limited Gensol Utilities Private Limited Roaring Solar Power Private Limited Param Care Private Limited Gensol Ev Lease Private Limited
Membership of Committees in other unlisted Public Companies	Corporate Social Responsibility Committee
Inter Relationship	He is Brother of Mr. Anmol Singh Jaggi, who is Managing Director of the Company.
Shares held in the Company as at 31 st March,2023	23,30,086

STATUTORY REPORTS

NOTICE TO SHAREHOLDERS

Annexure to Notice

Details of Directors relating by rotation/seeking appointment/re-appointment at the Meeting:

Name of Director	Ms. Vibhuti Patel
Date of Birth	16/09/1995
Age	28 years
Date of Appointment	July 11, 2023
Expertise in specific Functional Areas	Ms. Vibhuti Patel worked as a research analyst at GEMI, a leading environmental think tank. In this role, she conducted research on a variety of environmental issues, including renewable energy.
Qualifications	Graduation
Directors in other Public Companies	NIL
Other Positions	1. Anvi Power Industries Private Limited
Membership of Committees in other unlisted Public Companies	NIL
Inter Relationship	NIL
Shares held in the Company as at 31 st March, 2023	NIL