

Date: March 2, 2024

Saturday

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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Dear Sir,

Sub.: Proceeding of EGM as per Regulation 30, read with Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

In terms of Regulation 30, read with Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find attached the Proceeding of Extraordinary General Meeting of the Company, held on Saturday, March 02, 2024.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Gensol Engineering Limited



Anmol Singh Jaggi
Chairman & Managing Director
DIN: 01293305



EXTRACT OF THE PROCEEDINGS OF EXTRAORDINARY GENERAL MEETING HELD ON MARCH 2, 2024 AT 10:00 A.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”)

The Extraordinary General Meeting of members of Gensol Engineering Limited (the Company), was held on Saturday, March 2, 2024, at 10:00 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)

The following Directors were present:

1. Mr. Anmol Singh Jaggi, Managing Director
2. Mr. Puneet Singh Jaggi, Whole Time Director
3. Ms. Vibhuti Patel, Independent Director
4. Mr. Gaurav Kharbanda, Independent Director
5. Mr. Arun Menon, Independent Director
6. Mr. Harsh Singh- Independent Director

In Attendance:

1. Mr. Rajesh Parmar, Company Secretary & Compliance Officer
2. Mr. Jabir Mahendi M Aga, Chief Financial Officer

Invitees:

1. Mr. Jatin Kapadia – Representative of Scrutinizer, K. Jatin & Co.
2. Mr. Ali Imran Naqvi – CEO – Business Development
3. Mr. Rahul Jain
4. Mr. Kanv Garg – Chief Growth Office

In terms of the provision of Section 104 of the Companies Act, 2013 read with Article 102 of the Articles of Association of the Company, Mr. Anmol Singh Jaggi, Managing Director of the Company took place as the Chairman of the meeting. Pursuant to Section 103 of the Companies Act, 2013 read with Article 102 of Articles of Association of the company and applicable Secretarial Standards, requisite quorum was present and the Chairman of the Meeting called meeting to order.

Pursuant to Section 171 (1) (b) of the Companies Act, 2013, the register of Shareholders, register of Directors/Key Managerial Personnel & their Shareholding, Register of Contract & Arrangement and Register of Proxy & Corporate Representation etc. were kept open during the meeting for inspection of the Members.

Chairman of the Meeting welcomed the Members present in the Extraordinary General Meeting and introduced the Directors present on the dais. He referred to the Notice dated February 6, 2024 convening the Extraordinary General Meeting read with Corrigendum dated 19th February 2024 and the Notice was taken as read as it was circulated to the members of the company.

Chairman of the Meeting informed the Members that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided E-Voting facility to the Members. E-Voting window was open from 9:00 a.m. February 28, 2024 to 5:00 p.m. March 1, 2024 for the members to cast their votes electronically.

He appreciated and thanked the members for taking keen interest in the performance of the Company.

The Chairman declared that following resolutions proposed to be passed as set out in the Notice of the EGM of the Company.

Resolutions proposed to be passed at the Extraordinary General Meeting:

Sr. No	Item No.	Type of resolution	Approval Status
1.	ISSUE OF SECURITIES ON A PREFERENTIAL BASIS TO MEMBERS OF THE PROMOTER GROUP AND NON-PROMOTER OF THE COMPANY	Special	Result awaited from the Scrutinizer

In accordance with the guidance received from the stock exchanges regarding the in-principle application for the issuance of warrants, the chairman of the company, Mr. Anmol Singh Jaggi, has undertaken that Interim Use of Issue Proceeds will be used in compliance with all applicable laws and regulations and requested the Company Secretary of the Company for recording the same in the minutes of the General Meeting.

Furthermore, he confirmed that the following proposed allottees have conducted buy and sell activities within the 90 trading days prior to the relevant date and before allotment of preference shares (“Pre-Holding”) i.e. (a) Arun Garg (b) Nakshatra Stressed Assets Fund, hence, as per SEBI ICDR Regulation, both the proposed allottees are ineligible to participate at Private Placement for which resolution put to vote . In instance case also, he



has confirmed that the resolution has been modified accordingly and the both the proposed allottees not get warrants and same incorporated in the Minutes of General Meeting .

In additional to above, the Chairman also confirmed that we have executed locked-in for all Pre-Holding of Proposed allottees till July 31, 2024. We will further extend, if required, as per the guidance of the stock exchange and in accordance with the applicable laws.

The Chairman informed the Members that all Statutory/Regulatory provisions given under the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mandatory Secretarial Standards etc. relating to the General Meeting had been duly complied in respect of calling, holding, convening and conducting this Extraordinary General Meeting.

At the conclusion of Extraordinary General Meeting, Chairman of the Meeting conveyed his thanks to the Members and all other participants present in the meeting for their kind co-operation in conducting the Meeting and declared the meeting as completed.

The Meeting was concluded at 10:30 a.m.

DECLARATION:

The Extraordinary General Meeting ('AGM') of the company was held through VC/OAVM without physical presence of the members at a common venue in compliance with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

I, the undersigned on behalf of the company hereby confirm that the company has complied with the mechanism provided in the MCA circulars along with the other applicable provisions of the Companies Act, 2013 and rules made thereunder.

Date : March 02, 2024



For Gensol Engineering Limited

Anmol Singh Jaggi
Chairman & Managing Director
DIN: 01293305