



GENSOL ENGINEERING LIMITED

CIN: L74210GJ2012PLC129176

Registered office:

A/2 12th Floor, Palladium Building
Opp. Vodafone House Corporate Road,
Prahladnagar, Ahmedabad – 380015

Mail ID: communications@gensol.in | Web Portal: www.gensol.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Shareholders,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), that the Resolutions appended below for seeking approval for business specified under, is proposed to be passed as a specified resolutions by the Members of Gensol Engineering Limited (“Company”) through Postal Ballot only by voting through electronic means (“remote e-voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on February 08, 2022, has appointed Mr. Jatinbhai Harishbhai Kapadia, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, 10th February 2022 and ends at 5.00 p.m. (IST) on Friday, 11th March, 2022. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Saturday, 12th March, 2022.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of e-voting. Based on the Scrutinizer's Report, the results of remote e-voting shall be declared on or before Saturday, 12th March, 2022 and communicated to BSE Limited ("BSE"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), Linkintime India Private Limited ("Registrar and Share Transfer Agent") and will also be displayed on the Company's website i.e. www.gensol.in.

Resolutions:

1. To approve of Migration of Listing / Trading of the Company from BSE SME to Main Board of BSE Limited (BSE)

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

"RESOLVED THAT, pursuant to Regulation 227 and other relevant provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the Listing Agreement entered into by the Company with BSE Limited (BSE) applicable to small and medium enterprise and subject to the applicable laws, by-laws, rules and regulations of BSE Limited (BSE) and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of 1,09,36,923 (One Crores Nine Lacs Thirty-Six Nine Hundred Twenty-Three) number of Equity Shares of the Company having a face value of Rs. 10/- per Equity Share (which are currently listed on BSE SME) to Main Board of BSE Limited (BSE) and upon Migration of the said Equity Shares be get listed and traded on the capital segment (Main Board) of BSE Limited (BSE) from the date of approval of Migration/ getting listed and admitted to be dealt on BSE main Board."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized severally deal with any Government or Semi Government authorities or any other concerned intermediaries including but not limited to BSE Limited (BSE), Securities and Exchange Board of India (SEBI), Registrar of Companies (ROC) to apply, modify, rectify and submit any application and / or related documents on behalf of the Company for the purpose of migration of the Company's present listing from BSE SME to Main Board of BSE Limited (BSE)."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the connection and to form any committee if they think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ Officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution on behalf of the Company."

2. To approve of Migration of Listing / Trading of the Company to National Stock Exchange of India Limited (NSE)

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

"RESOLVED THAT, pursuant to provisions laid down in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and other applicable provisions, if any, of the Companies Act, 2013, SEBI (ICDR) Regulations and other SEBI Regulations and the rules framed there under, including any amendment, modification, variation or reenactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company' present listing from BSE SME Platform ("BSE") to the National Stock Exchange of India Limited (NSE) and follow such procedures specified under SEBI (ICDR) Regulations, 2018, as amended from time to time, to give effect to the aforesaid resolution.

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorised severally to deal with any Government or Semi Government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, to apply,

modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of giving effect to aforementioned resolution.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized jointly and severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company”

3. To approve of Loan Policy for employees of the company including Managing Director and Whole Time Director(s)

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

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act and rules made thereunder, as may be amended from time to time, consent of the members be and is hereby accorded to a Scheme of loan for its employee including managing director and whole-time director.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors ("the Board") be and is hereby authorized to finalize, sanction and disburse the loans to managing director and whole-time director(s), and to ratify such loans given earlier, if any, and also to delegate all or any of the above powers to any of the Directors of the company or any duly constituted committee of the Board and to do all acts, deeds and things that may be necessary or expedient for the purpose of giving effect to the foregoing resolution.”

4. To Increase in limit upto 500 Crore under section 180 (1) (a) of Companies Act, 2013

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

“RESOLVED THAT the Company be and is hereby accorded to the board of directors [or any authorized committee thereof] of the company, pursuant to section 180 (1) [a] and other applicable provisions, if any, of the Companies Act, 2013 to create such mortgages and/or charges and/or hypothecations by way of first charge and/or second charge/subservient charge and/or pari-passu, in addition to the mortgages/charges/hypothecations created or to be created by the company in such form and manner and with such ranking in consultation with the lender(s) and on such terms and conditions as the board of directors (or any authorized committee thereof) may deem fit, on all or any of the movable and/or immovable properties of the company where so ever situated both present and future to or in favour of all or any of the financial institutions/ banks/any other investing agency/ lender(s)/ trustees for debentures/ bonds/ other instruments which may be issued to and subscribed by all or any of the financial institutions/banks/any other investing agency or any other corporate person(s)/bodies corporate to secure rupee/foreign currency loans/debenture/ bonds/ other instruments and banks for their loans sanctioned from time to time to the company together with interest, commitment charges, liquidated damages, costs, charges, expenses and other monies whatsoever payable by the company to the banks and financial institution (“Lenders”) in terms of the arrangements entered into or to be entered into by the company in respect of loan(s)/ debentures/ bonds/ other instruments taken or to be taken provided the same shall not exceed including existing borrowings limits of Rs. 500.00 Crore (Rupees Five Hundred Crore only) in terms of section 180 (1) (c) of the Companies Act, 2013.

“RESOLVED FURTHER THAT a copy of the forgoing resolution certified to be true under the signature of Managing Director / Director/ Company Secretary of the company be forwarded whenever/wherever required”

5. To Increase in limit upto 500 Crore under section 180 (1) (c) of Companies Act, 2013

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

“RESOLVED THAT pursuant to provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification) or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby authorized to borrow any sums of money from time to time from any one or more persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, but, so, however, that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 500.00 Crore (Rupees Five Hundred Crore only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in the respect of the aforesaid borrowing(s).”

6. To Increase in limit upto 500 Crore under section 186 of Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and

all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board"), to give (a) loans to any person or body corporate (b) give any guarantee or provide security in connection with a loan to any other body corporate or person (c) acquire by way of subscription, purchase or otherwise, the securities of any other corporate upto amount not exceeding 500.00 Crore (Rupees Five Hundred Crore only)together with aggregate of the loans or guarantees or securities so far given."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

**On behalf of the Board
For GENSOL ENGINEERING LIMITED**

Date: Wednesday February 09, 2022

Place: Ahmedabad

**SD/-
ANMOL SINGH JAGGI
MANAGING DIRECTOR
DIN: 01293305**

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. 1 and 6 is annexed herewith.
2. The Postal Ballot Notice is being sent to the shareholders of the Company, whose names appear on the Register of Members / List of Beneficial Owners as received from the Depositories as on Friday, 04th February 2022.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the

Company / Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website i.e. www.gensol.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>

4. Members who have not registered their e-mail address are requested to register / update the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) by writing to the Company with details of Folio No./DP ID and Client ID and attaching a self-attested PAN Card at communications@gensol.in or Link Intime India Private Limited at <https://instavote.linkintime.co.in>
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 04th February 2022 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 04th February 2022. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Linkintime India Private Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General

information and instructions relating to e-voting” in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 5:00 P.M. on Friday, 11nd March, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Saturday, 12th February, 2022 and will also be displayed on the website of the Company (www.gensol.in), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, 11th March, 2022 i.e., the last date specified for receipt of votes through the e-voting process.
12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to communications@gensol.in.
13. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., Friday, 4th February 2022 only shall be entitled to avail the facility of e-voting.
The e-voting facility will be available during the following period:
 - a) Commencement of e-voting: 9:00A.M. (IST) on Thursday, 10 February 2022
 - b) End of e-voting: 5:00 P.M. (IST) on Friday, 11 March, 2022

General information and instructions relating to e-voting annexed as Annexure - A

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE
COMPANIES ACT, 2013**

Item No. 1 & 2:

As all the members are kind aware that the Company is listed on the BSE Limited, the SME platform of the BSE Limited (BSE) w.e.f. 15th October, 2019. By SME listing of two years Company has gained a good experience in terms of corporate governance practices and board procedures. Listing on the Main Board BSE Limited (BSE) will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the Main Board in the form of Market Capitalization, enhanced liquidity, larger participation, visibility etc. will accrue to the Shareholders of the Company

As per the Regulation 277 laid under Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with SEBI vide their circulated dated 18th May, 2010 and BSE Limited (BSE) circulars, an issuer whose specified securities are listed on a BSE SME can migrate to the Main Board after completion of two years of listing on BSE SME subject to fulfillment of other Main Board listing conditions. The Company has been listed and traded on the SME Platform of BSE for more than two years and hence eligible to migrate to the Main Board of BSE Limited (BSE) as per guidelines specified by SEBI vide their circular dated May 18, 2010 and as per the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018. Listing on the Main Board of BSE Limited will enhance participation of retail investors in large numbers, and overall market capitalization of the Company may also get increase.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listing from BSE SME Segment to Main Board of BSE Limited (BSE) as set out in the resolution.

Further, the proposed resolution shall be acted upon if the votes cast by public Shareholders in favour of the proposal, amount to at least 2 times the number of votes

cast by the public Shareholders against the proposal. The Company would approach BSE Limited (BSE) with necessary application for Migration upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including public Shareholders to approve the proposal for Migration of the present listed Equity Shares of the Company on the Main Board of BSE and hence Board of directors recommends the passing of said resolution and seeks your approval.

Further, the Company has also intention to provide additional platform to stake holder for liquidate the share. Hence, the Board of Directors also approve the listing of Equity shares to National Stock Exchange of India Limited (NSE).

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution except to their shareholding, if any, in the Company.

Hence, the aforesaid resolution is placed before the shareholders of the Company for their consent through postal Ballot under section 110 of the Companies Act, 2013. The Board of Directors of the Company has recommended passing the resolution set out in Item No. 1 & 2 of the Notice as a Special Resolution.

ITEM NO 3:

In accordance with Section 185 of the Companies Act, 2013 ('the Act') with regard to the loan and guarantee to Directors, no company shall directly or indirectly advance any loan, including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested, or give any guarantee or provide any security in connection with loan taken by Director or such other person.

However, the following exemptions/ relaxations have been given in this regard: - the giving of any loan to a managing or whole-time director- (i) as a part of the conditions of

service extended by the company to all its employees; or (ii) pursuant to any scheme approved by the members by a special resolution.

In compliance with the provisions of the Act, your company introduces a policy of Loan Scheme for its employee including managing director and whole-time director(s).

The sanction of loan will be at the sole discretion of the Management. The above mentioned policy is subject to review by the management from time to time. The Board of Directors recommend passing of the Special Resolution set out at Item No. 3.

Mr. Anmol Singh Jaggi and Mr. Puneet Singh Jaggi, Directors and his/her relatives are interested in the resolution set out at Item No. 3.

None of the other Directors and / or Key Managerial Personnel, except specified above, of the company and their respective relatives are concerned or interested, financial or otherwise, in respect of the Special Resolution set out at Item No. 3.

ITEM NO. 04:

Keeping in view the companies' existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase Up to Rs. 500 Crores (Five Hundred Crore).

Pursuant to Section 180(1)(a) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company.

Hence, the Special Resolution needs to be passed, since the same exceeds the limits provided under Section 180(1)(a) of the Companies Act. The Directors recommend being passed the Special Resolution with members' approval.

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. 05

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid – up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve i.e. Up to Rs. 500 Crores (Five Hundred Crore).

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 06

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors, for making further investment, providing loans or give guarantee or provide security for an amount not exceeding 500 crores.”

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

**On behalf of the Board
For GENSOL ENGINEERING LIMITED**

Date: Tuesday 08 February, 2022

Place: Ahmedabad

**SD/-
ANMOL SINGH JAGGI
MANAGING DIRECTOR
DIN: 01293305**

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 - a) Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the eServices home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 - b) If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 - c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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 eVoting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
 - a) Existing users who have opted for Easi / Easiest, 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.

- b) After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
- c) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- d) 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 i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for evoting may register for e-Voting facility of Link Intime as under:

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

2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
 - a) User ID: Shareholders 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) (Shareholders 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.

*Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

- 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).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for 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.

Helpdesk for Individual Shareholders holding securities in physical mode/
Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at 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 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?' o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders 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.

- o It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- o For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- o During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".



GENSOL ENGINEERING LIMITED

CIN: L74210GJ2012PLC129176

Registered office:

A/2 12th Floor, Palladium Building
Opp. Vodafone House Corporate Road,
Prahladnagar, Ahmedabad – 380015

Mail ID: communications@gensol.in | **Web Portal:** www.gensol.in

POSTAL BALLOT FORM

1	Name and Address of the Sole/First named Shareholder	
2	Name(s) of the Joint Holder(s) (if any)	
3	Registered Folio No./ DPID-Client ID	
4	Number of Shares(s) held	
5	I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice dated February 08, 2022 of the Company by sending my/our assent or dissent to the said Resolution by placing tick (6) mark at the appropriate box below:	

Resolution No.	Resolutions	No. of Shares	(FOR) I/We assent to the resolution	(AGAINS T) I/We dissent the resolution
Special Business:				
1	To approve of Migration of Listing / Trading of the Company from BSE SME to Main Board of BSE Limited (BSE)			
2	To approve of Migration of Listing / Trading of the Company to National Stock Exchange of India Limited (NSE)			

3	To approve of Loan Policy for employees of the company including Managing Director and Whole Time Director(s)			
4	To Increase in limit upto 500 Crore under section 180 (1) (a) of Companies Act, 2013			
5	To Increase in limit upto 500 Crore under section 180 (1) (c) of Companies Act, 2013			
6	To Increase in limit upto 500 Crore under section 186 of Companies Act, 2013			

Place: _____ Signature: _____

Date: _____ Name: _____

Note:

1. Please read the instructions printed overleaf before exercising your vote.
2. Last day for the receipt of Postal Ballot Forms by the Scrutinizer is Friday, March 11, 2022

(Please see Overleaf for Instructions)

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot, may complete this Postal Ballot Form and send it to the Scrutinizer at K. Jatin & Co., 307, Abhijyot Square, B/h. Divya Bhaskar, S. G. Highway, Ahmedabad – 380 051 Tele No.:- +91 79 489 44 6 55
2. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company/ Depository participants) by the first named Shareholder and in his/her absence, by the next named Shareholder.
3. Incomplete, Unsigned or Incorrect Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Friday, March 11, 2022. All Postal Ballot Forms received after this date, will be strictly treated as if reply from such Shareholder has not been received.
5. In case of shares held by Companies, Trust, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/POA preferably with attested specimen signature(s) of the duly authorized person(s) giving requisite authority to the person voting on the Postal Ballot Form.
6. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders on the cut-off date i.e., February 04, 2022.
7. Shareholders are requested not to send any other paper along with the Postal Ballot Form as any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
8. The Postal Ballot shall not be exercised by a Proxy.
9. The Company is also offering remote e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. Please read the instruction for electronic e-voting is enumerated in the Postal Ballot Notice.
10. Shareholders can opt for only one mode of voting, i.e., either by postal

ballot or e-voting. In case Shareholders cast their votes through both the modes, voting by e-voting mode shall prevail and votes cast through postal ballot form will be treated as invalid.

11. In case of non-receipt of Postal Ballot form, you may contact Mr. Rajesh Parmar, Company Secretary and Compliance Office of the company at the Registered Office address or email at cs@gensol.in.