

NOTICE

NOTICE is hereby given that the 8th ANNUAL GENERAL MEETING of the Shareholders of **GENSOL ENGINEERING LIMITED** will be held as under:

Date : September 30, 2020
Day : Wednesday
Time : 03:30 P.M.
Place : At the Registered Office of the Company at: SCO: 156-157
Sector 9C Madhya Marg, Chandigarh – 160031

To transact the following business:

ORDINARY BUSINESS:

1. To adopt and consider:

- (a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Reports of the Board of Directors and Auditors thereon;
 - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Puneet Singh Jaggi who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Addition in the Main Object Clause 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 provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Shareholders in General Meeting, and subject to the approval of the Registrar of Companies, to append following sub clause (2) to (8) after sub clause (1) of clause III (A) of the Memorandum of Association of Company:

(2) "To carry on the business in India and abroad for providing customers with a platform, in the physical and/or electronic form, through the means of facsimile, electronic-mail (e-mail), internet, intranet, e-commerce, m-commerce and/or any other means, to enable transactions of hiring of all types of cars, fleet taxis, or any other motor vehicles for consideration, commission, service fee, insertion fee and to act as a platform, consultant, agent and service provider."

(3) "To carry on the business in India and abroad of providing a platform, technology services and/ or other mechanism through any future known or unknown technology, in the physical and/or electronic form, through the means of facsimile, electronic-mail (email), internet, intranet, e-commerce, m-commerce and/or any other means, to facilitate transactions whether by and between businesses, individual consumers or by and between businesses and consumers and such similar, incidental and ancillary activities thereto including but not limited to any advertisements and promotions."

(4) "To enter into any arrangement or agreement or contract with any person, association firm or corporation whether in India or out technicians, or for such other purpose that may seem beneficial and conducive to the objects of the Company."

(5) "To establish and setup an online platform where users can discuss in the domain of car rental, package tours, transportation and travel documentations, trending scenarios and create recommendation engine for car rental, package tours, transportation and travel documentations."

(6) "To carry on the business of Software designing, development, customization implementation maintenance, testing and benchmarking, designing, developing and dealing in car rental, tour & travel, and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet and web based applications, services and solutions in the domain of car rental, transportation and travel documentations."

(7) "To own, create, manage and maintain websites, mobile applications and portals, to process orders, fulfil orders and support customers related to car rental, package tours, transportation and travel documentations and services supporting both online and offline transactions on the websites and mobile applications or through phone, fax, internet or any other means through which people or companies can buy, sell and transact at their convenience, the products and services of their choice."

(8) "To carry on the business of tours and travels services including car rental, package tours, transportation and travel documentations through online or otherwise."

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Any Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies.”

4. To amend the Memorandum of Association - Location of Registered Office from one state to another

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

“RESOLVED THAT pursuant to Section 13(4) of the Companies Act, 2013 and subject to confirmation of the Central Government, Clause II of the Memorandum of Association be and is hereby amended to read as under: “Clause II : The Registered Office of the Company shall be situated in the State of Maharashtra”

“RESOLVED FURTHER THAT Any Directors of the Company be and are hereby severally authorized to sign and submit the necessary forms and returns as may be required under the provisions of Companies Act, 2013 with the Ministry of Corporate Affairs/Regional Director, Company Law Board/Tribunal or such other Statutory bodies as may be required and to do all such actions incidental to the shifting of Registered Office as they deem fit and proper.”

Registered Office:
SCO: 156-157 Sector 9C Madhya Marg,
Chandigarh-160031
CIN: U74210CH2012PLC034105
Date: July 31, 2020

By Order of the Board

Puneet Singh Jaggi
Whole-Time Director
DIN - 02479868

NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding 200 (two hundred) and holding in the aggregate not more than ten per cent of the total share capital of the company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

3. The Register of Members and the Share Transfer Books shall remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020 (Both days inclusive) for the purpose of payment of Dividend and 8th Annual General Meeting of the Company.
4. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of 8th Annual General Meeting.
5. In case of Joint Holders attending the meeting, only such joint holder who is higher in the order of the name will be entitled to vote.
6. Members are requested to bring their attendance slip along with a copy of Annual Report while attending the Annual General Meeting of the Company and to quote their Folio No./DP ID-Client Id in all correspondence. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting along with attendance slip.
7. The Register of Directors and Key Managerial Personnel and their shareholding has been maintained under Section 170 of the Companies Act, 2013. Pursuant to Section 171 of the Companies Act, 2013 the said register will be available for inspection by the members at the AGM.
8. The Annual Report and Notice of 8th Annual General Meeting along with the attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Registrar/Depository Participant(s) unless a member has requested for the hardcopy of the same. For members who have not registered their email

addresses. Members may note that this Notice and the Annual Report for the F.Y. 2019-2020 will also be available on the Company's website viz. www.gensol.in.

9. The route map showing directions to reach the venue of 8th Annual General Meeting is annexed.
10. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share transfer agents.
11. Pursuant to the provisions of Section 108 of Companies Act, 2013 and other applicable rules made there under and under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members to exercise their rights to vote by electronic means. The members may cast their vote using electronic voting system from a place other than the venue of the Meeting (remote e-voting).
12. The Company shall provide facility for voting through polling paper at the 8th Annual General Meeting of the Company and the members attending the meeting who have not already cast their vote by remote e-voting shall be entitled/allowed to exercise their right at the meeting.
13. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be allowed to cast their vote again.
14. The Company has appointed Mr. Jatin Kapadia of M/s K. Jatin & Company, Practicing Company Secretaries, Ahmedabad to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The member desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereafter
15. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
16. The results shall be declared on or after 8th Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's Website i.e. www.gensol.in and on the website of NSDL and the same will also be communicated to the Stock Exchanges.
17. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular

No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

18. 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 AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
19. The Members can join the 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 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 AGM without restriction on account of first come first served basis.
20. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
21. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.gensol.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
22. 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 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 27, 2020 at 10:00 A.M. and ends on Tuesday, September 29, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cskjco@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@gensol.in

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@gensol.in

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (company email id)..

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
23. Members may note that the above notice will also be available on the Company's Website viz. www.gensol.in and also on the website of agency providing e-voting facility viz. National Securities Depository Limited (NSDL) on www.nsdl.co.in.

**EXPLANATORY STATEMENT PURSUANT TO SUB-SECTION (1) OF SECTION 102
OF THE COMPANIES ACT, 2013**

Item No. 04

The principal business of the company needs to be appended for the better business expansion and to achieve stability in the market as per the current business scenario hence it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the company, by the insertion of sub-clause 2 to 8 after the existing sub-clause 1 as stated above.

The above amendment would be subject to the approval of the Registrar of Companies and any other statutory or Regulatory authority, as may be necessary.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a 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. 05

Presently, the Registered Office of the Company is situated at Union Territory of Chandigarh. However, keeping in view the growth potential and the opportunities in the state of Maharashtra coupled with the low cost of human resources and other physical infrastructure facilities as required for the business, the Company desires to enlarge, widen, expand and extend the area of operations of the Company into the state of Maharashtra. Further, the Company, in future, will like to focus its main operations/projects in the state of Maharashtra and its surrounding areas which will enable the Company to conduct its operations more economically and efficiently and for ease of administration and cost effectiveness it is proposed to shift the registered office of the Company to Maharashtra.

Accordingly, your Board of Directors have proposed the shifting of the Registered office of the Company from Union Territory of Chandigarh to the state of Maharashtra i.e. from Chandigarh to Mumbai.

In accordance with the provisions of Section 11 of the Companies Act, 1956 pursuant to the shifting of the Registered Office from one state to another alteration In Clause II of the Memorandum of Association of the Company is required, which requires the approval of shareholders in the General Meeting by way of Special Resolution to give effect to such change.

In view of the above, your approval is sought for altering Clause II of the Memorandum of Association of the Company.

The proposed change will in no way be detrimental to the interest of any member of Public, Employees or other Associates of the Company in any manner whatsoever.

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.

Brief Profile of the Director;

Name	Puneet Singh Jaggi
DIN	02479868
Designation	Whole Time Director
Date of Birth	May 30, 1987
Date of Appointment in the Current Position	February 27, 2019
Qualification	Bachelor of Technology (Chemical Engineering) from Indian Institute of Technology Roorkee
Expertise in Specific functional area	He has and experience of more than 8 years in Solar Industry. He looks after designing of Technical Architecture and manage entire Product development cycle of the company.
List of Companies in which directorship is held as on March 31, 2020	Gosolar Ventures Private Limited Solarig Gensol Utilities Private Limited Prescinto Technologies Private Limited Blu-Smart Mobility Tech Private Limited Blu-Smart Charge Private Limited Blu-Smart Fleet Private Limited Wellray Solar Industries Private Limited Gensol Ventures Private Limited Blu-Smart Mobility Private Limited Gensol Consultants Private Limited Gensun Renewables Private Limited Gensol Renewables Private Limited Param care Private Limited
Chairman / Member of Committee(s)	Corporate Social Responsibility Committee
No of Shares held	17,22,428

CIN:L74210CH2012PLC034105
Registered Office:SCO: 156-157 Sector 9C Madhya Marg, Chandigarh–160031.
Email:cs@gensol.in
Tel:(079) 40068235

A T T E N D A N C E S L I P

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE MEETING.

Joint shareholders may obtain additional Slip at the venue of the meeting.

Folio No./ DP – ID & Client ID: _____ No. of Shares Held _____

Name of Member(s)/ Proxy _____

Address of Member(s)/ Proxy _____

Please tick whether Member [] Joint Holder [] Proxy []

I hereby record my presence at the Annual General Meeting of the members of the Gensol Engineering Limited on September 30, 2020 at Registered Office of the Company at SCO: 156-157 Sector 9C Madhya Marg, Chandigarh–160031 at 03:30 P.M.

Member's or Proxy's Signature: _____

Note:

- 1) Members/ Proxies must bring the admission slip duly completed and signed and handover the same at the entrance.
- 2) Admission is restricted strictly for members and valid proxy holders. Please bring the copy of the Annual Report.
- 3) Shareholders intending to obtain any information about accounts are requested to intimate their queries to the Company at least 10 days in advance so that the information may be collected/ compiled and be furnished at the meeting, if decided by the Chair.

Form MGT – 11

CIN:L74210CH2012PLC034105

Registered Office:SCO: 156-157 Sector 9C Madhya Marg, Chandigarh–160031.

Email:cs@gensol.in

Tel: (079) 40068235

FORM OF PROXY

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) : _____

Registered Address: _____

Email Id: _____ **No of shares held** _____

Folio No./ Client ID* _____ **DP ID*** _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name: _____

Address: _____

Email Id: _____

Signature: _____ . Or failing him

2. Name: _____

Address: _____

Email Id: _____

Signature: _____ .

as my/our proxy to attend and vote (on poll) for me/ us on my/ our behalf at the Annual General Meeting of Shareholders of the Company to be held on **Wednesday, September 30, 2019** at 03.30 A.M. at the SCO: 156-157 Sector 9C Madhya Marg, Chandigarh–160031 and at any adjournment thereof in respect of such resolutions as are indicated below:

Agenda Item No.	Particulars	Vote [Please tick (✓) the relevant Box]		
		Favour (Yes)	Against (No)	Neutral (-)
1	(a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Reports of the Board of Directors and Auditors thereon;			
	(b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Report of the Auditors thereon.			
2	To appoint a Director in place of Mr. Puneet Singh Jaggi who retires by rotation and, being eligible, offers himself for re-appointment.			
3	Addition in the Main Object Clause of the Company			
4	To amend the Memorandum of Association - Location of Registered Office from one state to another			

Signed this _____ day of _____ 2020

Signature of Member _____

Signature of Proxy holder(s)

Revenue Stamp of to be affixed

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
4. In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
5. # This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'Favour' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. The form should be signed across the stamp by the member as per the specimen signature registered with the Company.