

## Scrutinizer Report

1<sup>st</sup> May 2023

The Chairman

Gensol Engineering Limited

15th Floor, A Block, Westgate Business Bay,

S. G. Road, Ahmadabad – 380 051

**Re: Scrutinizer’s report on Postal Ballot and e-voting Process conducted pursuant to the provision of Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of the passing of the resolution contained in the Notice dated 29<sup>th</sup> March 2023**

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Dear Sir,

The Board of Directors of Gensol Engineering Limited (hereinafter referred to as “the Company”) has appointed me as Scrutinizer for Postal Ballot/Remote Electronic Voting (“e-Voting”) pursuant to Section 110 & 110 of the read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force) and other applicable provisions, if any and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), for the resolution(s) in respect of the matter as set out in the Postal Ballot Notice dated 29<sup>th</sup> March 2023 transacted by way of postal ballot / e-voting ("Postal Ballot").

Further, as per General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India ("General Circulars"), for seeking the approval of the Members of the Company by way of Special Resolution for the businesses set out hereunder through Postal Ballot through remote e-voting. Hence, the Company has not sent a Physical Ballot.

#### Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirement of the relevance provision of the Companies Act, 2013 and the rule made thereunder relating to postal ballot voting for resolution stated in the postal ballot notice.

#### Scrutinizer's Responsibility

My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the vote cast by the members in respect of the resolution contained in the Postal Ballot Notice. My report is based on the verification of data provided by the Company and postal ballot received through e-Voting provided by the Company through [www.evotingindia.com](http://www.evotingindia.com) till time for closing of the voting process viz. till 5 p.m. on April 30, 2023.

I submit my report as under:

- a) The Company had appointed Linkintime India Private Limited ("LinkIntime") as the Service Provider, for the purpose of extend the facility of e-voting to the Members of the Company through their [instavote.linkintime.co.in](http://instavote.linkintime.co.in).
- b) Linkintime India Private Limited is the Registrar and Share Transfer Agent (the "RTA") of the Company.
- c) The cut-off date for determining Members for the dispatch of the Notice of the postal ballot was 24<sup>th</sup> March 2023 (for E-mail) and as on that date.
- d) The e-voting facility was kept open from 1<sup>st</sup> April 2023, at 9.00 A.M. (IST) and ends on April 30, 2023, at 5.00 P.M. (IST).
- e) As prescribed under Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement in English Newspaper Financial Express and Gujarati Newspaper Financial Express dated 31<sup>st</sup> March 2023. The notice published in the aforesaid newspapers earned all the required information as specified in the said Rules.
- f) The votes were unblocked on 1<sup>st</sup> May, 2023 in the presence of one witness who is not in the employment of the Company and the details containing the list of Members who voted "for" or "against" the resolution(s) was downloaded from the voting website of Linkintime

The result of the scrutiny of the above postal ballot voting in respect of passing of resolution contained in Postal Ballot Notice is as under:

**ITEM No. 1:****Special Resolution:**

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

**a) Vote in Favour of the Resolution**

Number of Members who Voted	Number of Votes Cast by them	% of total Number of Valid Votes Caste
Promoter & Promoter Group <sup>1</sup>		
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Public		
31	7,48,650	100.00%

**b) Vote in against of the Resolution:**

Number of Members who Voted	Number of Votes Cast by them	% of total Number of Valid Votes Caste
Promoter & Promoter Group	Promoter & Promoter Group	Promoter & Promoter Group
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Public	Public	Public
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<sup>1</sup> 79,02,102 No of Equity Shares are voted in Favour of Resolutions belonging to Promoter and Promoter Group. As per Reg. 277 of ICDR, Promoters and Promoters groups are not considered for identifying votes cast on Resolution. Hence, Promoters and Promoters groups' votes are not considered.

**c) Invalid Vote:**

Number of Members who Voted	Number of Votes Cast by them	% of total Number of Valid Votes Caste
Promoter & Promoter Group		
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Public		
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**ITEM No. 2:****Special Resolution:**

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

**a) Vote in Favour of the Resolution**

Number of Members who Voted	Number of Votes Cast by them	% of total Number of Valid Votes Caste
Promoter & Promoter Group		
03	79,02,102	91.35%
Public		
14	7,48,650	8.65%

**b) Vote in against of the Resolution:**

Number of Members who Voted	Number of Votes Cast by them	% of total Number of Valid Votes Caste
Promoter & Promoter Group	Promoter & Promoter Group	Promoter & Promoter Group
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Public	Public	Public
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**c) Invalid Vote:**

Number of Members who Voted	Number of Votes Cast by them	% of total Number of Valid Votes Caste
Promoter & Promoter Group		
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Public		
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You may accordingly declare the result of the voting.

Thanking You,

**For, K Jatin & Co.  
Company Secretaries  
(UCN: S2017GJ508600)**

JATINBHAI  
HARISHBHAI  
KAPADIA

Digitally signed by JATINBHAI  
HARISHBHAI KAPADIA  
Date: 2023.05.01 11:50:23  
+05'30'

**Jatin H. Kapadia  
Proprietor**

**Date: 1 May 2023  
Place: Ahmedabad  
UDIN: F011418E000231088**

**Certificate of Practice No.: 12043  
Membership No: F11418  
Peer Review Cert. No: 1753/2022**