

Date: March 13, 2025

To,

<p>The Corporate Relations Department BSE Limited PJ Towers, 25th Floor, Dalal Street, Mumbai - 400 001 Company Scrip Code: 542851</p>	<p>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</p>
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Dear Sir/Madam,

Sub : Outcome of Board Meeting held on March 13, 2025

The Board of Directors of the Company at its meeting held on March 13, 2025 has inter alia; approved the following,

1. Subject to the approval of the relevant statutory & regulatory authorities, the Board has reviewed and approved the proposal to seek enabling authorizations from members via general meeting for the issuance of Foreign Currency Convertible Bonds (FCCBs) /American Depository Receipt / Global Depository Receipt and/or other global listed/unlisted securities with options of conversion into equity shares of company.

The details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is as below:

Sr No	Particulars	Disclosure
1.	Type of securities proposed to be issued	Foreign Currency Convertible Bond /American Depository Receipt / Global Depository Receipt and/or other global listed/unlisted securities with options of conversion into equity shares of company.
2.	Type of issuance	The international offering shall be undertaken through private placement or any other mode or manner as may be



		determined by the Board
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately):	Upto USD 50 million (approximately)
4	Name of the stock exchange(s) where ADR/GDR/FCCBs are listed (opening - closing status) / proposed to be listed	The Board of Directors or any committee thereof shall be determined in accordance with the applicable laws of the country
5	Proposed no. of equity shares underlying the ADR/GDR or on conversion of FCCBs;	The conversion of Foreign Currency Convertible Bonds (FCCBs)/ADR/GDR/ or other global listed/unlisted securities with options of conversion into equity shares of company shall be conducted in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, and shall comply with applicable provisions under the Foreign Exchange Management Act (FEMA)
6	Issue price of ADR/GDR/FCCBs (in terms of USD and in INR after considering conversion rate)	The issue price of ADRs/GDRs/FCCBs/ or other global listed/unlisted securities with options of conversion into equity shares of company, denominated in USD and the equivalent INR amount after applying the applicable conversion rate, shall not be predetermined but shall be established in compliance with the provisions of the Foreign Exchange Management Act (FEMA), SEBI (Listing Obligations and Disclosure Requirements) Regulations (LODR), and the relevant

		regulations of the host country
5	change in terms of FCCBs, if any	Not Applicable
6	details of defaults, if any, by the listed entity in payment of coupon on FCCBs & subsequent updates in relation to the default, including the details of the corrective measures undertaken (if any);	The Company confirms that there have been no defaults in payment of coupons on FCCBs

The Board has authorized the finalization and approval of all terms and conditions relating to the proposed issuance, including but not limited to, pricing, quantum, tenure, coupon rate (if applicable), issue structure, and all related aspects. Additionally, the Board has approved the appointment of intermediaries, advisors, agencies, legal counsels, and other relevant parties necessary or appropriate for managing, coordinating, and completing the issuance process.

2. Considered, approved and recommended resolution through general meeting for alteration of the capital of the Company by sub-division/split of existing equity share of the Company from 1 (One) equity share having face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, into 10 (Ten) equity shares having face value of Rs. 1/- (Rupees One only) each, fully paid-up. The record date for the purpose of the above sub-division/split of Equity Shares shall be decided after obtaining approval of the shareholders and will be intimated in due course. Details of sub-division/split of existing equity shares in terms of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("SEBI Circular") are attached as '**Annexure - A**'.
3. Considered, approved and recommended resolution through general meeting for alteration of the Capital Clause (Clause V) of the Memorandum of Association of the Company (MoA) on account of sub-division/split of equity shares of the Company. Brief of alteration in MoA in terms of SEBI Circular attached as '**Annexure - B**'.

4. The issue of up to 3,57,14,285 (Three Crore Fifty Seven Lakhs Fourteen Thousand Two Hundred Eighty Five) warrants of the Company, of Face value of Rs. 1/- each carrying a right exercisable by the warrant holder to subscribe to one Equity share per warrant in one or more tranches within 18 Months from the date of allotment for cash, to persons belonging to "Promoter Group" Category on preferential basis at an issue price of Rs. 56.00 (Rupees Fifty Six Only) (after adjustment of sub-division of equity shares) by way of a preferential issue on a private placement basis aggregating upto Rs. 199,99,99,960 (Rupees One Hundred Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Sixty Only), in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended and applicable provision of the Companies act, 2013 and rules made thereunder and other applicable laws, and subject to the approval of regulatory / statutory authorities and the shareholders of the Company ("Preferential Issue"). The Name of Proposed allottees are as under,

Sr No	Name of Proposed Investors	Category of Investors	Maximum Warrants to be allotted
1.	JASMINDER KAUR	Promoter	3,57,14,285

In this regard, the Board has also noted and taken on record the letter of intent submitted by the Proposed Allottees to the Company, and the investment by the Proposed Allotees will be subject to customary closing conditions,

The details in respect of the Preferential Issue, as required to be disclosed under Regulation 30 of the SEBI Listing Regulations, read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 on disclosure of material events/information by listed entities, dated July 13, 2023 ("SEBI Disclosure Circular") is set out below at **Annexure - C**.

5. To take note of resignation of Mr. Rajesh Jain from post of Independent Director (Non-Executive) of the company.

Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III is enclosed as an **Annexure D**.

6. the draft notice of Extra-ordinary General Meeting of the Company and authorized the Board of Directors of the Company to finalize the same. The relevant details will be submitted to the exchange separately in due course.

The meeting of the Board of Directors of the Company commenced at 10:00 A.M. and concluded at 12:30 P.M.

Kindly acknowledge receipt of the above-mentioned documents.

Thanking You,
Yours Faithfully,

For, Gensol Engineering Limited

Anmol Singh Jaggi
Managing Director
DIN: 01293305



Annexure - A

Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

Sub-division/Split of existing equity shares of the Company from One equity share having face value of Rs. 10/- (Rupees Ten only) each, fully paid-up into 10 (Ten) equity shares having face value of Rs. 1/- (Rupees One only) each fully paid-up.

Sr No	Particular	Description						
1	Split Ratio	Existing 1 (One) equity share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid-up will be sub-divided/split into 10 (Ten) equity shares having face value of Rs. 1/- (Rupees One only) each fully paid-up.						
2	Rationale behind the Split	The proposed sub-division (split) of equity shares aims to enhance liquidity and increase affordability of the Company's shares for retail investors. By reducing the share price, the Company intends to widen its shareholder base, encourage broader investor participation, and potentially improve marketability and trading volumes of the equity shares						
3	Pre and post share capital - authorized, paid-up and subscribed	Particulars	Pre-Split / Sub-Division of Equity Shares			Post-Split / Sub-Division of Equity Shares		
			No of Shares	Face Value (in Rs.)	Total (in Rs.)	No of Shares	Face Value (in Rs.)	Total (in Rs.)
		Authorised Share Capital	7,50,00,000	10	75,00,00,000	75,00,00,000	1	75,00,00,000
	Issued, Subscribed and paid up Capital	3,84,46,368	10	38,44,63,680	38,44,63,680	1	38,44,63,680	
4	Expected time of completion	Approximately 3 months from the date of receipt of approval of the shareholders of the Company.						
5	Class of shares which are subdivided	Equity shares (There is only one class of Shares i.e. Equity shares)						
6	Number of shares of each class pre and post split	As per the details provided in Clause 3 above.						
7	Number of	Not Applicable						



GENSOL

Registered Office

15th Floor, A Block,
Westgate Business Bay,
S G Road, Ahmedabad- 380051

☎ : 079-61690000

✉ : communications@gensol.in

CIN : L74210GJ2012PLC129176

shareholders who did not get any shares in consolidation and their pre - consolidation shareholding	
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'Annexure - B'

Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI circular SEBI/HO/CFD/CFD-PoD 1/P/CIR/2023/123 dated July 13, 2023:

Alteration in Memorandum of Association of the Company, in brief The Board of Directors of the Company at its Meeting held on March 13, 2025, subject to approval of the Members, approved alteration of Capital Clause (Clause V) of the Memorandum of Association of the Company as below:

V. The Authorised Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy-five Crore only) divided into 75,00,00,000 (Seventy-five Crore) Equity Shares of Rs. 1/- (Rupees One Only) each.

Annexure-C

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No	Particulars	Details
1	Type of Securities proposed to be issued (viz. Equity Shares, Convertibles etc.)	Convertible warrants having Face value of Rs. 1/- Each of the Company ("Warrants")
2	Type of Issuance (further public Preferential Allotment offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment, on a private placement basis
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 3,57,14,285 (Three Crore Fifty Seven Lakhs Fourteen Thousand Two Hundred Eighty Five) Warrants, for an aggregate amount of up to Rs. 199,99,99,960 (Rupees One Hundred Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Sixty Only)
4	Issue Price	INR 56.00 (Indian Rupees Fifty Six) per Warrant) (after adjustment of sub-division of equity shares)
5	Nature of Consideration	Cash
6	Names of the Investors	Promoter Group: JASMINDER KAUR
7	Tenure/ Conversion	Each Warrant will be convertible into, or exchangeable for, 1



		(one) fully paid-up equity share of the Company of face value of INR 1 (Indian Rupees One), which may be exercised in one or more tranches during a period of 18 (eighteen) months commencing from the date of allotment of Warrants.
8	Post allotment of securities - outcome of the subscription	The Warrants are proposed to be allotted to Investors as per above table. Details of the shareholding of the Proposed Allottees in the Company, prior to and after the Preferential Issue: As per below "Table I"

Table I

Sr No	Name of Proposed Investors	Pre-Preferential Shareholding Pattern		Post Preferential Shareholding Pattern	
		No of Shares	Percentage	No of Shares	Percentage
1	JASMINDER KAUR	4,43,934	1.15%	4,01,53,625	9.56%

Annexure-D

Relevant details as required under Regulation 30 - Part A(7) of Para A of Schedule III of the LODR read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:

Resignation of Mr. Rajesh Jain (DIN: 10619014) as Independent Director of the Company

Sr No.	Particulars	Details
1	Reason for change viz., appointment, reappointment, resignation, removal, death or otherwise	Resignation of Mr. Rajesh Jain (DIN: 10619014) as Independent Director of the Company due to his work and personal commitments
2	Date of appointment/ reappointment/ cessation (as applicable) and term of appointment/ reappointment;	With effect from close of business hours on March 13, 2025
3	Brief profile (in case of appointment)	Not Applicable
4	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable
Additional Information in case of resignation of an Independent Director (Schedule III - Para A(7B) of Part A of SEBI LODR)		
5	Letter of Resignation along with detailed reason for resignation.	Enclosed herewith
6	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any	<p>Other Directorship</p> <ol style="list-style-type: none"> Panacea Biotec Limited Federal Mogul Goetze (India) ltd Sundrop Brands Limited <p><u>Membership in board committees</u></p> <ol style="list-style-type: none"> Panacea Biotec Ltd.- Member in



		<p>Audit Committee and Nomination and Remuneration Committee</p> <p>2. Sundrop Brands Limited Chairman in Audit Committee</p> <p>And</p> <p>Member in Nomination and Remuneration Committee,</p> <p>Stakeholders' Relationship Committee,</p> <p>Risk Management Committee</p> <p>Corporate and Social Responsibility Committee</p> <p>3. Federal Mogul Goetze (India) Limited - Chairman in Corporate and Social Responsibility Committee</p> <p>And</p> <p>Member in Audit Committee</p>
7	The independent director shall, along with the detailed reasons, also provide confirmation that there is no other material reasons other than those provided.	The required confirmation has been provided in the enclosed resignation letter.

[External] Re: Resignation letter

1 message

Rajesh Jain <rj130255@gmail.com>

Thu, Mar 13, 2025 at 12:12 PM

To: Anmol Jaggi <anmoljaggi@gensol.in>, Puneet Singh Jaggi <puneetjaggi@gensol.in>, Kuljit Popli <kspopli@gmail.com>, Harsh Singh <h.singh.india@gmail.com>, Vibhuti Patel <vibhuti.patel1995@gmail.com>, "arun.menon@hotmail.com" <arun.menon@hotmail.com>
Cc: Rajesh Parmar <rajeshparmar@gensol.in>

Further, in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with clause 7B of Part A of Schedule III of the Listing Regulations, I hereby confirm that there is no other material reason other than stated aforesaid

Rajesh jain

From: Rajesh Jain <rj130255@gmail.com>**Sent:** 13 March 2025 08:17**To:** Anmol Jaggi <anmoljaggi@gensol.in>; Puneet Singh Jaggi <puneetjaggi@gensol.in>; Kuljit Popli <kspopli@gmail.com>; Harsh Singh <h.singh.india@gmail.com>; Vibhuti Patel <vibhuti.patel1995@gmail.com>; arun.menon@hotmail.com <arun.menon@hotmail.com>**Cc:** Rajesh Parmar <rajeshparmar@gensol.in>**Subject:** Resignation letter

RAJESH JAIN
HOUSE NO 48, SECTOR 15
PART 1, GURGAON 122001
HARYANA
Rj130255@gmail.com
9810127364
13th March,2025

Chairman/Board of Directors
Gensol Engineering Limited
Gurgaon

Subject: Resignation from the Board of Directors

Dear Anmol,

I am writing to formally resign from my position as an Independent Director of Gensol Engineering Limited, effective immediately.

This decision has not been made lightly, and I have given it significant thought. There is much to cater to, in the Company. Whilst Promoters are well focused on Business growth, there may be a need for a Mentor/Advisor to provide necessary guidance in such a fast growth environment.

I want to express my sincere appreciation for the opportunity to serve on the Board. I am grateful for the collaboration with my fellow board members and the management team, and I appreciate the dedication and professionalism that they bring to the organization.

I remain confident in the company's vision and leadership, and I wish Gensol continued success in its endeavors. Please let me know how I can assist in ensuring a smooth transition.

Thank you once again for the opportunity and support during my tenure.

Sincerely,

Rajesh Jain
Independent Director
Gensol Engineering Ltd