

264, Maru Sadan, N. C. Kelkar Road, Dadar, Mumbai - 400 028. ☎ Off. 2430 7707  
1, Tara (Gretas) House, 166-B, Bhagat Lane, Mahim, Mumbai - 400 016. ☎ Off. 2430 4882  
E-mail : dbdixit@hotmail.com


To  
**The Chairman,**  
**Genesys International Corporation Limited**  
73-A, SDF-III, SEEPZ,  
Andheri (E),  
Mumbai - 400 096

Dear Sir,

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the remote e-Voting and voting by assent-dissent forms (Poll/ physical ballot) by shareholders at the Annual General Meeting of your Company held on Tuesday, September 29, 2015.

Please find enclosed, the Report on remote E-Voting, facility of voting through Ballot in case of shareholders not having access to remote e-voting and Poll conducted at the venue of AGM. The report on Remote E-Voting is based on the data downloaded from the Remote E-voting platform provided by Central Depository Services Limited (CDSL) and the Report on Voting on Poll / Physical Ballots is based on the data provided / authenticated by your Registrar and Share Transfer Agent.

I trust you will find the Report to be comprehensive and self-explanatory in all respects. I will however be happy to answer your queries, if any, on the same and assure you of best services at all times.

  
**Dattatray B. Dixit**  
Chartered Accountant  
Membership No. 40032



Date: September 30, 2015  
Place: Mumbai

**SECTION I**

**REPORT OF POLL RESULTS AT THE AGM**  
**IN THE PRESCRIBED FORMAT**

**Form No. MGT-13**  
**Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Companies  
(Management and Administration) Rules, 2014 as amended]

To,  
**The Chairman,**  
**Genesys International Corporation Limited,**  
73-A, SDF-III, SEEPZ,  
Andheri (East),  
Mumbai-400 096.

33rd Annual General Meeting of the Equity Shareholders of Genesys International Corporation Limited held on Tuesday, September 29, 2015 at 2.30 P.M. at The Mirador Hotel, New Link Road, Opp. Solitaire Corporate Park, Chakala, Andheri (East), Mumbai - 400 099.

Dear Sir,

I, Mr. Dattatray B. Dixit, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Genesys International Corporation Limited, held on Tuesday, September 29, 2015 at 2.30 P.M. at The Mirador Hotel, New Link Road, Opp. Solitaire Corporate Park, Chakala, Andheri (East), Mumbai - 400099, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
3. I did not find any poll papers invalid.



4. The result of the Poll is as under:

a) **Resolution No. 1 - Adoption of Accounts, Report of the Auditors and Directors thereon**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	97,59,409	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

b) **Resolution No. 2 - Declaration of Dividend**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	97,59,409	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



iii. **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

c) **Resolution No. 3 - Appointment of a director in place of Mr. Sohel Malik, who retires by rotation and being eligible, seeks re-appointment**

i. **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	97,59,409	100

ii. **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

d) **Resolution No. 4 - Ratification of appointment of M/s. G. K. Choksi & Company, Chartered Accountants, Mumbai as Statutory Auditors of the Company**

i. **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



23	97,59,409	100
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ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

e) Resolution No. 5 - Increase in limits of Investment in other Bodies Corporate

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	97,59,409	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. A Compact Disc (CD) containing a list of Equity Shareholders who voted




"FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The Poll papers and all other relevant records were sealed and handed over to Company Secretary / Director authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,



**Dattatray B. Dixit**  
**Chartered Accountant**  
**Membership No. 40032**

Place: Mumbai

Dated: September 30, 2015



