

Genesys International Corporation Limited



**CODE OF CONDUCT TO REGULATE, MONITOR &
REPORT TRADING BY INSIDERS**

EFFECTIVE DATE - MAY 30, 2015

Genesys International Corporation Limited

INTRODUCTION

Insider Trading means dealing in Securities of the Company by its Specified Employees or other Connected Persons based on Unpublished Price Sensitive Information (UPSI).

Examples of insider trading include:

- *Company officers, directors and employees, professional firms such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising who are in possession of unpublished price sensitive information trades in the stock of the Company.*
- *Friends, business associates, immediate relatives and such other persons of such officers, directors, and employees, who trade in the Company's shares after receiving inside information;*
- *Employees of professional firms such as auditors, accountancy firms, law firms, analysts, consultants etc. firms who are given such information to provide services to the Company, but who misuse the information to trade in shares of the Company;*
- *any other persons who misuse or take advantage of confidential information received from their employers or any other person in possession of UPSI.*

As per the Regulations every listed company and any other person who is required to handle Unpublished Price Sensitive Information ("UPSI") in the course of business operations is required to formulate :

- ✧ Code of Conduct To Regulate, Monitor & Report Trading By Insiders for Prevention of Insider Trading in Securities of the Company by its Directors, Employees and other connected persons; and
- ✧ Code of Practices and Procedures for Fair Disclosure of UPSI.

This Code for prevention of Insider Trading may be called the "**Genesys Code Of Conduct To Regulate, Monitor & Report Trading By Insiders**".

This Code is framed pursuant to the provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and provisions of the Companies Act, 2013.

This Code shall come into effect from **May 30, 2015. and available at www.igenesys.com**

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This code shall be applicable to :

- **Designated Persons** of Genesys;
- Other **Connected Persons** as defined under the Regulations;
- professional firms such as auditors, accountancy firms, law firms, analysts, consultants etc. firms who are given such information to provide services to the Company; and
- such other persons as may be identified by the Compliance Officer in consultation with the Board of Directors of the Company.

DEFINITION

- (a) "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- (b) "Board" means the Securities and Exchange Board of India;
- (c) "compliance officer" means the Company Secretary of the Company or in the absence of Company Secretary any such senior officer who may be designated so and reporting to the board of directors as the case may be or the Managing Director in the absence of both;
- (d) "connected person" means -
 - i. any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established;
 - a. an immediate relative of connected persons specified in clause (i); or
 - b. a holding company or associate company or subsidiary company; or

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- c. an intermediary as specified in section 12 of the Act or an employee or director thereof;
or
 - d. an investment company, trustee company, asset management company or an employee or director thereof; or
 - e. an official of a stock exchange or of clearing house or corporation; or
 - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h. an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - i. a banker of the company; or
 - j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;
- (e) "designated person" to include the Directors of the Company, Key Managerial Personnel, all employees designated as Managers and above, all members of the Finance & Accounts Department and Legal & Secretarial Department and such other employees as may be deemed to be in possession of Unpublished Price Sensitive Information (UPSI) and their immediate relatives;
- (f) "immediate relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;
- (g) "insider" means any person who is:
- i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information;
- (h) "Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 or any amendments or modifications, thereto;

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- (i) "trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

NOTE : *Under the parliamentary mandate, since the Section 12A (e) and Section 15G of the Act employs the term 'dealing in securities', it is intended to widely define the term "trading" to include dealing. Such a construction is intended to curb the activities based on unpublished price sensitive information which are strictly not buying, selling or subscribing, such as pledging etc when in possession of unpublished price sensitive information.*

- (j) "Trading Plan" shall mean the Trading Plan as allowed under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

- (k) "Trading Window" means a period to be specified by the Company in which trading of Securities can be done by the Covered Persons.

- (l) "unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following :-

- financial results;
- dividends;
- change in capital structure;
- mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- changes in key managerial personnel; and
- material events in accordance with the listing agreement.

- (m) All other expressions, meanings or definitions as have been assigned to them under the Act or the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Companies Act, 2013 or any statutory modification or re-enactment thereto, as the case may be.

PROHIBITION OF COMMUNICATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

No insider shall directly or indirectly :

- (a) communicate, provide, or allow access to any unpublished price sensitive information, relating to the company to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and which is provided on a "need to know basis";

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- (b) procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company whose securities are listed except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and which is provided on a “need to know basis”

Provided that an Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would :

- (a) where the board of directors of the company is of informed opinion that the proposed transaction, attract the obligation to make an offer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto and the transaction is in the best interests of the company;
- (b) where the board of directors of the company is of informed opinion that the proposed transaction, if any, does not attract the obligation to make an offer, is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine;

for the purpose of the above exceptions, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

An insider shall not, directly or indirectly trade in the securities of the Company

- (a) When in possession of any unpublished price sensitive information, relating to the company
- (b) When the trading window of the Company is closed and the insider is not in possession of any UPSI;

However, the above restrictions are not applicable in case when

- (a) transaction is an off-market inter-se transfer between promoters who were in possession of the same unpublished price sensitive information and both parties had made a conscious and informed trade decision;

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- (b) In case of non-individual insiders,
 - i. the individuals in possession of any unpublished price sensitive information were different individuals taking trading decisions and they were not in possession of any such unpublished price sensitive information when they took the decision to trade; and
 - ii. appropriate measures are taken to ensure that the Code and the Regulations are not violated;
- (c) the trades were pursuant to a trading plan set up in accordance of the Code.

The onus of establishing, in case of connected persons, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.

TRADING PLANS

- (a) An insider shall be entitled to formulate a trading plan in compliance of the Regulations and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- (b) The Trading Plan shall be approved by the Compliance Officer only if it is in compliance and within the conditions set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015; and
- (c) The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of this Code or the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

TRADING WINDOW & WINDOW CLOSURE

The Company in order to prevent insider trading on the basis of possession of unpublished price sensitive information shall monitor trading through the instrument of Trading Window. **“Trading Window” is a notional window for trading in the securities of the Company.**

The trading window will be closed during any period when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall

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be imposed in relation to such securities to which such unpublished price sensitive information relates.

The **“trading window” shall be closed for a period of not less than 7 days before the happening of any event and shall remain closed not earlier than forty-eight hours after the information is made public.** The following events shall be deemed to materially affect the price of the securities :

- financial results;
- dividends;
- change in capital structure;
- mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- changes in key managerial personnel; and
- material events in accordance with the listing agreement.

Designated persons and their immediate relatives shall not trade in the securities of the Company when the trading window is closed. The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

CONTRA TRADE

The designated persons shall not execute a contra trade for a period of six months from the buying or selling in the securities of the Company.

Examples Of Contra-Trading :

1. *Mr. X (Designated person) purchases some shares on August 01, 2016, he will not able to sell shares during the period of six months from August 01, 2016 i.e. (From August 01, 2016 to February 01, 2017).*
2. *Mr. X (Designated person) sells some shares on August 01, 2016, he will not able to purchase shares during the period of six months from August 01, 2016 i.e. (From August 01, 2016 to February 01, 2017).*

The compliance officer shall be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations.

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Notwithstanding the above, if any contra trade is executed by any person in violation of the Code or the Regulations, the profits from such trade shall be liable to be transferred to the Securities and Exchange Board of India for credit to Investor Protection and Education Fund.

PRE-CLEARANCE FOR TRADING IN SECURITIES OF THE COMPANY

The Designated Persons of the company who wish to deal in the securities of the Company, when the Trading Window is open, and if the value of proposed trade is above Rs. 10 lakhs (ten lakhs) shall be subject to pre-clearance by the Compliance Officer. Pre-clearance for trading is not mandated for exercise of options granted under the Company's ESOP Scheme.

However, no pre-clearance shall be granted if a designated person is deemed to be in possession of any unpublished price sensitive information even if the trading window is not closed.

The pre-dealing procedure shall be as stated herein :

1. The Designated Person shall make an application to the Compliance Officer in the prescribed form **Annexure - I**
2. The Designated Person shall alongwith the Application shall also submit a Declaration that he/she is not in possession of any unpublished price sensitive information. **Annexure - II**
3. The Compliance Officer may after being satisfied that the application and undertaking are true and accurate, approve trading by Designated Person ,on the condition that the Trade so approved shall be executed within seven trading days following the date of approval. In case pre- cleared Trade is not executed within seven trading days after the approval is given, Designated person must secure pre-clearance of transaction again.
4. The Insider/ Designated person shall within 2 (two) trading days of the execution of the deal within the above prescribed time-limit intimate the Compliance Officer about the execution of the deal in **Annexure - III** alongwith a copy of the contract note.
5. No contra trade shall be executed within a period of 6 months from the date of any trading in securities of the Company is carried out by any designated person.
6. Designated Person who Trade in securities without complying with the pre-clearance procedure as envisaged in these rules or given false undertaking and /or making misrepresentation in the undertakings executed by him/her while complying with the pre-clearance shall be subjected to the penalties as envisaged in rules and other applicable law, rules, regulation

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DISCLOSURES OF TRADING

The Disclosures under this head shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

The Disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this head and provided that trading in derivatives of securities is permitted by any law for the time being in force.

The Disclosures shall be maintained by the Company, for a minimum period of five years, in such forms as may be specified.

Disclosures Of Trading By Certain Persons

1. Initial Disclosures

- a. Every promoter, key managerial personnel and director of every company whose securities are listed on any recognized stock exchange shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company **within thirty days of these regulations taking effect; (Form - A)**
- b. Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company **within seven days** of such appointment or becoming a promoter **(Form - B)**.

2. Annual Disclosures

The **Designated Persons** shall on an annual basis, disclose to the Company the details of all the securities held of the Company as on financial year end 31st March every year, including the holding, if any, by their immediate relatives in such format as may be prescribed.

3. Continual Disclosures

- a. Every promoter, employee and director of every company shall disclose to the company the number of such securities acquired or disposed of **within two trading days** of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a **traded value in excess of ten lakh rupees or such other value as may be specified in the Regulations (Form - C)**;

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- b. **Every Company** shall notify the particulars of such trading to the Stock Exchanges on which the securities are listed **within two trading days** of receipt of the disclosure or from becoming aware of such information.

Disclosures Of Trading By Other Connected Persons

The Company, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations (**Form - D**).

PENALTIES

Insiders who trades in securities or communicates any unpublished price sensitive information for trading in securities in contravention of the “Genesys Code Of Conduct To Regulate, Monitor & Report Trading By Insiders” shall be penalized with an appropriate action to be taken by the Company. The sanctions and disciplinary action may include wage freeze, suspension etc., that may be imposed, after a reasonable opportunity of being heard is given.

If any contra trade is executed by any person in violation of the Code or the Regulations, the profits from such trade shall be liable to be transferred to the Securities and Exchange Board of India for credit to Investor Protection and Education Fund.

The Company shall promptly inform the Board, if any violation of the Code or the Regulations is reported and it shall not preclude the SEBI from taking any action under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Act. The Insider shall not have any ground of defense before the Board for any action taken by the Company in this regard.

Miscellaneous

1. The Board of Directors shall be empowered to amend, modify, interpret these Rules and such Rules shall be effective from such date that the Board may notify in this behalf.

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FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: **Genesys International Corporation Limited**

ISIN of the company:

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

#Forms revised as per SEBI circular CIR/ISD/02/2015 dated September 16, 2015

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FORM B

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]**

Name of the company: **Genesys International Corporation Limited**

ISIN of the company:

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Signature:

Date:

Designation

Place:

#Form revised as per SEBI circular CIR/ISD/02/2015 dated September 16, 2015

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FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2)]

Name of the company: **Genesys International Corporation Limited**

ISIN of the company:

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Signature:

Designation:

Date:

Place:

#Form revised as per SEBI circular CIR/ISD/02/2015 dated September 16, 2015

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FORM D (Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke /Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)					Exchange on which the trade was executed	
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Signature:

Designation:

Date:

Place:

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Annexure - I

APPLICATION FOR PRE-CLEARANCE APPROVAL

To,
The Compliance Officer,
Genesys International Corporation Limited
73-A, SDF III, SEEPZ, Andheri (East), Mumbai - 96.

Pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct To Regulate, Monitor & Report Trading By Insiders**, I, alongwith my immediate relatives, seek approval to purchase / sell / subscribe equity shares of a value of Rs. 10 lakhs or more of the Company as per details given below :

1.	Name of the applicant	
2.	Designation	
3.	Department	
4.	Number of securities held as on date (inc. immediate relatives)	
5.	Folio No. / DP ID / Client ID No.	
6.	The proposal is for	
7.	Proposed date of trading in securities	
8.	Estimated number of securities proposed to be purchased/subscribed/sold	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market trade	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I hereby undertake to not to sale the shares purchased before six (6) months from the date of acquisition.

I enclose herewith the declaration signed by me.

Signature :

Name :

Date :

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Annexure - II

DECLARATION TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer,
Genesys International Corporation Limited
73-A, SDF III, SEEPZ, Andheri (East), Mumbai - 96.

I, _____ of the
Company ('Genesys International Corporation Limited') residing at
_____, am desirous of trading in the
Equity Shares of the Company as mentioned in my application dated _____ for
pre-clearance of the transaction.

I further declare that I alongwith my immediate relatives are not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes public.

I declare that we have not contravened the provisions of the Regulations or the Code as notified by the Company from time to time.

In the event of this transaction being in violation of the Regulations or the Code or the applicable laws :

(a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons.

(b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction; and

(c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

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If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.

I undertake to intimate the Company within 2 trading days of the execution of trade in the prescribed form or undertake to submit a NIL Report, if the transaction is not undertaken.

I shall bind by laws of India, in respect of this Undertaking and jurisdiction of the Courts of Mumbai.

I declare that I have made full and true disclosure in the matter.

Signature :

Name :

Date :

Genesys International Corporation Limited

Annexure - III CONFIRMATION OF DEAL

Date : _____

To,
The Compliance Officer,
Genesys International Corporation Limited
73-A, SDF III, SEEPZ, Andheri (East), Mumbai - 96.

Ref. : Pre-Clearance Approval dated _____

Sub. : Confirmation of Deal

I confirm that the transaction for trading in shares for which approval was granted on _____ was completed on _____ (i.e. within seven trading days from the date of approval) by purchasing /selling /subscribing to _____ (nos.) equity shares of the Company.

Details:

Name of the Holder	No. Of Securities	Bought /sold/ subscribed	DP ID/Client ID / Folio no.	Price (Rs.)

Yours truly,

(signature of the applicant)

Encl.: Copy of Contract Note