



GENESYS INTERNATIONAL CORPORATION LIMITED

Registered Office: 73-A, SDF III, SEEPZ, Andheri (E), Mumbai – 400 096

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s)

Notice is hereby given that, pursuant to Section 192A of the Companies Act, 1956, read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 to transact the following Special business by passing necessary Resolution through Postal Ballot ("Postal Ballot"):

The Company is desirous of seeking your consent for such proposal as contained in the resolution appended below. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons therefor is also annexed herewith. The said Special Resolution and the Explanatory Statement are being sent to you along with Postal Ballot Form for your consideration. The Board of Directors of your Company has appointed Mr. Narayan Parekh, Partner of M/s PRS Associates, Practicing Company Secretaries, Mumbai as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The members are requested to read the instructions printed in the Postal Ballot Form carefully and return the duly completed Postal Ballot Form in the attached self-addressed, postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer at the Company's Registrar and Share Transfer Agent, namely Bigshare Services Pvt. Ltd. (Unit – Genesys International Corporation Limited) E/2 Ansa Indl. Estate, Saki Vihar Road, Saki Naka, Andheri (East) Mumbai – 400 072, not later than the close of working hours on January 6, 2012. The postage will be borne and paid for by the Company.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other Director authorized by him, upon completion of scrutiny of the Postal Ballot Forms. The results of the Postal Ballot will be announced on January 11, 2012, and will be displayed at the Company's Registered Office. The results of the Postal Ballot will also be posted on the Company's website www.igenesys.com, besides communicating to the Stock Exchanges on which the shares of the Company are listed. The date of declaration of results of the Postal Ballot shall be deemed to be date of the General Meeting and the date of passing of proposed Special Resolution.

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

SPECIAL BUSINESS

To consider and if thought fit, to pass, the following resolution, as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 17, 18 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Section 192A of the Companies Act, 1956 and the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, and subject to approvals, permissions and sanctions from the appropriate authorities, if any, including confirmation from Registrar of Companies, Maharashtra, Mumbai and subject to further such terms, conditions, amendments or modifications as may be required or suggested by any of such appropriate authorities, the consent to the Company be and is hereby accorded for alteration of the Object clauses in the following manner:-

- 1) Shifting of existing Clauses No. 80 and 82 forming part of III (C) - Other Objects to part III-A- Main Objects and the said Clauses be renumbered as Clauses No. 1 to 2 forming part of III A – Main Objects, as under:-
 1. To carry on the business of manufacturers of computer programmes on owned or hired computers and to set up a Data Processing and Geographical Information System Centre using computer systems and for its purpose to acquire, purchase or take on lease or on hire computer systems including computer accessories, computing and management service equipments and to carry on business of data processing, data analysing and selling computer time and to render professional and other services connected with the activities of a computer centre and to rent out computer systems, computing and management service equipments and to provide services in respect of data processing, information processing, data preparation and other data processing, management information and consultancy services.
 2. To act as consultants in India and abroad in relation to all aspects of data processing, data processing systems, computer systems, computer software, computer firmware, process control systems, computerised typed setting/printing and all branches of computer science in India and abroad.
- 2) Insertion of new clause in part III – A – Main Objects and the same be numbered as Clause No.3 which is as under.

To carry on the business of geographical surveys and mapping, On-Shore & Off-Shore surveys and Fields Surveys including oil & gas and any other fields, Consultancy

of Survey Engineering, Survey Planning, Aerial Photography , Aerial and Satellite Remote Sensing using different sensors like RADAR, Aeromag, LiDAR etc., in addition to cameras and mapping using any of the above mentioned sensor systems from Aerial and other platforms, geographical information systems, Management System Engineering Consultancy including without limiting the generality, to all such other events/activities ancillary thereto.

- 3) Existing clauses No 1 and 2 of part III- A- Main Objects be re-numbered as Clauses No. 4 and 5 of part III-A - Main Objects.
- 4) Existing Clauses No. 3 to 55 of part III - B - Objects incidental or Ancillary to the attainment of the Main Objects, be re- numbered as Clauses No. 6 to 58 of part III – B Object incidental or Ancillary to the attainment of the Main Objects.
- 5) Existing Clauses Nos. 56 to 79, Clause No. 81 and Clauses Nos. 83 to 87 of part III -C Other Objects be re-numbered as Clauses No.59 to 82, Clause No. 83 and Clause Nos. 84 to 88 of part III- C - Other Objects, respectively.

and that the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorised to take any action as may be required in the matter.

“RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded pursuant to Section 149(2A) and all other applicable provision, if any, of the Companies Act 1956, for commencing and carrying on the new business and activities as included in the Main Objects clause of the Memorandum of Association of the Company as amended above, at such time or times as the Board may deem fit.”

“RESOLVED FURTHER THAT Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

By order of the Board of Directors,
For **Genesys International Corporation Limited**

Sunil Dhage
Company Secretary

Place: Mumbai.

Dated: November 28, 2011.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) AND 192A (2) OF THE COMPANIES ACT, 1956:

The Company is a Public Limited originally incorporated on January 28, 1983. The Company at its Extra Ordinary General Meeting held on September 22, 1999 had altered its Objects Clause III - C of the Memorandum of Association by inserting new sub-clauses marked 79 to 87 and also got approval of Members to commence the business as stated in the said clauses pursuant to section 149 (2A) and other applicable provisions of the Companies Act, 1956.

The Company has since then been pursuing the business as envisaged in the said clauses 79 to 87. Since some of these activities are the main business of the Company as envisaged under clauses 80 and 82, it is advised that the same be shifted from Clause III- C - Other Objects and inserted under the Clause III - A - Main Objects of the Memorandum of Association of the Company. These clauses shall be placed as Clauses 1 and 2 of the 'Main Objects' in the Objects Clause III- A of the Memorandum of Association of the Company.

The Company is presently engaged in the businesses and consultancy of geographical information systems and geospatial services as envisaged under the clauses referred above. The Company is also a leading content player catering to the needs of major mobile, navigation and consumer mapping players as well as several state and local governments, utilities, corporations in India and overseas. It is proposed to enlarge the scope of its current business activities by including the new business areas viz; On-Shore & Off-Shore Oil & Gas and any other field Surveys, Consultancy of Survey Engineering, Survey Planning, Aerial Photography by flying aircrafts, Aerial and Satellite Remote Sensing using different sensors like RADAR, Aeromag, LiDAR etc., in addition to cameras, mapping using any of the above mentioned sensor systems from Aerial and other platforms, Management System Engineering Consultancy and all such other events/ activities ancillary thereto. The Board of Directors of your Company is confident that the proposed new activities will complement with and expand the existing business bringing in immense benefit to the Company. The same is proposed by inserting new Clause 3 to the 'Main Objects' in the Objects Clause III- A of the Memorandum of Association of the Company.

The re-numbering of other Clauses of Memorandum of Association is a consequential act due to alteration of Object Clauses of the Company.

Pursuant to Section 17 and 149 (2A) of the Companies Act, 1956, alteration of the Objects Clause and commencement of new business activities require approval of the Members of the Company by way of passing a Special Resolution to that effect through Postal Ballot. The proposed amendment to the Main Objects Clause will enable the Company to carry on the new activities, which may conveniently or advantageously be combined with the business of the Company, as envisaged in Section 17 of the Companies Act, 1956.

The Memorandum of Association of the Company duly incorporating the new clause referred to in the Special Resolution is available for inspection for the shareholders at the Registered Office of the Company between 2.00 P.M. and 4.00 P.M. on any working day.

The Board of Directors recommends the Resolution set out at Item No. 1 of the Notice for the approval of the members.

None of the Directors are in any way concerned or interested in the said Resolution.

By order of the Board of Directors,
For **Genesys International Corporation Limited**

Sunil Dhage
Company Secretary

Place: Mumbai.

Dated: November 28, 2011.