

# GENESYS INTERNATIONAL CORPORATION LIMITED

## **Code of Conduct to Regulate, Monitor & Report Trading by Designated Persons and immediate relatives of Designated Persons**

**This revised code is approved by the Board of Directors in its meeting held on 29<sup>th</sup> March, 2019.**

**Effective date – 1<sup>st</sup> April, 2019**

This Code of Conduct will be known as “Genesys”: Code of Conduct to Regulate, Monitor and Report Trading by "Designated Persons and immediate relatives of Designated Persons" (hereinafter referred to as “Code”).

The Objective of the Code is to prevent dealing in Securities of the Company by Designated Persons and immediate relatives of Designated Persons either on their own or on behalf of any third party on basis of unpublished price sensitive information (UPSI).

This Code has been made pursuant to Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred to as the "Regulations").

This policy shall be applicable to all Insiders (as defined herein) of the Company including designated persons and immediate relatives of designated persons as defined in this policy. The SEBI Regulations prohibit an Insider from trading in the securities of a company listed on any stock exchange when in possession of any unpublished price sensitive information.

**1. This code shall be applicable to the Designated Persons and immediate relatives of Designated Persons.**

**2. Definitions:**

"**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992).

"**Board**" means the Securities and Exchange Board of India.

"**Board of Directors**" means the Board of Directors of the Company.

"**Companies Act**" means The Companies Act, 2013.

"**Company**" or "**the Company**" means Genesys International Corporation Limited.

"**Compliance Officer**" means the Company Secretary for the time being of the Company or any senior officer appointed by the Board of Directors for the purpose of this Code and the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and

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implementation of the codes specified under the SEBI Regulations under the overall supervision of the Board.

**“Connected Person”** means-

- (i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with Company’s 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; or
  - (b) a holding company or associate company or subsidiary company; or
  - (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

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banker of the company, has more than ten per cent of the holding or interest.

**“Contra Trade”** means:

A trade or transaction which involves buying or selling any number of shares of the Company and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.”

**“Designated Persons”** means:

- (i) Key Managerial Personnel of Company;
- (ii) All employees of the Accounts, Finance, Legal & Secretarial Department of Company
- (iii) All Departmental Heads of the Company
- (iv) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors.
- (v) All promoters of the Company
- (vi) Employees upto two levels below Managing Director or Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- (vii) Any support staff of the Company, such as IT staff or secretarial staff who have access to unpublished price sensitive information.
- (viii) Such other persons as may be identified by the Board of Directors.

**“Generally Available Information”** means information that is accessible to the public on a non discriminatory basis.

**“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.

**"Insider"** means any person who is-

- (i) a connected person, or
- (ii) in possession of or having access to Unpublished Price Sensitive Information

**“Key Managerial Personnel”**, means person as defined in Section 2(51) of the Companies Act, 2013

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"**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

"**Promoter Group**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

"**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

"**Sensitive Transactions**" shall mean any proposed / ongoing transaction or activity of and relating to the Company and / or its securities, directly or indirectly, information of which is not generally available which upon becoming generally available is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the transaction(s) and / or events as mentioned in the definition of Unpublished price sensitive information of this code.

"**Specified**" means specified by the Board in writing.

"**Takeover Regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

"**Threshold Limit**" means the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregating to a traded value of ten lakh rupees.

"**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

"**Trading Day**" means a day on which the recognized stock exchanges are open for trading.

"**Trading Window**" means a trading period for trading in the Company's Securities as specified by the Company from time to time in Clause 6 of this Code.

"**Unpublished Price Sensitive Information**" means any information, relating to the 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

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the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
- (v) changes in key managerial personnel;

**“Legitimate purpose”** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations

Words and expressions used and not defined in this Code but defined in the Regulations, Securities and Exchange Board of India Act, 1992, Act, Companies Act, the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or the Depositories Act, 1996 (22 of 1996) shall have the meanings respectively assigned to them in those legislations, as amended from time to time.

### **3. Communication or procurement of unpublished price sensitive information (UPSI)**

- (1) All UPSI is to be handled on a **"need to know"** basis. It should be disclosed only to those within the Company who need the information to discharge their duty.
- (2) Policy for determination of “legitimate purposes”
  - a. Sharing of UPSI shall be restricted in sync with the requirements stipulated under PIT Regulations and sharing shall be based the principle that “legitimate purposes in ordinary course of business” exists like sharing by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants on “need to know” basis, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

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- b. Sharing of UPSI by an Insider is justified and objective is not to evade or circumvent the prohibitions of PIT Regulations.
- c. Person with whom UPSI is shared based on above criteria will be considered as an 'Insider' and this Code read with PIT regulations shall be applicable to such person considering him as an "Insider".
- (3) Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered as insider for the purpose of this code and regulation and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information and in furtherance to this for discharge of legal obligation confidentiality and non-disclosure agreements being executed;
- (4) No insiders, Designated Persons and their immediate relatives persons shall communicate, provide, or allow access to any unpublished price sensitive information, relating to Company or securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (5) Files containing confidential information shall be kept secure.
- (6) No person shall procure from or cause the communication by any insiders, Designated Persons and their immediate relatives persons of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (7) Notwithstanding anything contained above, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-
- (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of price sensitive information is in the best interests of the Company;
  - (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of price sensitive information 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 to be adequate and fair to cover all relevant and material facts.

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- (8) For purposes of sub-clause (6) above, 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, except for the purpose of sub-clause (5) above, and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.
- (9) The Board of Directors shall maintain a structured digital database containing the names of such person or entities as the case may be with whom information is shared under this regulation along with Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

#### **4. Restriction on trading when in possession of unpublished price sensitive information**

- (1) Save as provided in this Code and the Regulations, no insiders, Designated Persons and their immediate relatives persons shall trade in securities of the Company when in possession of unpublished price sensitive information. However, when a person who has traded in securities has been in possession of unpublished price sensitive information, then his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- (2) Insiders, Designated Persons and their immediate relative's shall maintain the confidentiality of all unpublished price sensitive information. They shall, while in possession of any unpublished price sensitive information, neither trade in the securities of the Company on the basis of unpublished price sensitive information nor pass on such information to any person directly or indirectly by way of making a recommendation for trading in securities of the Company.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

- i. the transaction is an off-market inter-se transfer between promoters insiders who were in possession of the same unpublished price sensitive information without being in breach of the regulations and both parties had made a conscious and informed trade decision;
- ii. the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of the regulation and both parties had made a conscious and informed trade decision;

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- iii. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- iv. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- v. Trades pursuant to a Trading Plan set up in accordance with these Code and SEBI Regulations.

## **Prevention of misuse of unpublished price sensitive information:**

### **5. Trading Plans**

- (1) Insiders, Designated Persons and their immediate relatives persons shall be entitled to formulate a trading plan 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.
- (2) Such trading plan shall:-
  - (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
  - (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced and the second trading day after the disclosure of such financial results;
  - (iii) entail trading for a period of not less than twelve months;
  - (iv) not entail overlap of any period for which another trading plan is already in existence;
  - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - (vi) not entail trading in securities for market abuse.
- (3) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek express undertakings that:
  - (i) the person is not in possession of unpublished price sensitive information; or



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- (ii) he would ensure that any unpublished price sensitive information in his possession becomes generally available before he commences his trades;

or such other undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. The Compliance Officer may thereafter approve the plan.

- (4) The Trades executed as per approved trading plan shall not required pre-clearance of trade. Further, trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- (5) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

- (6) Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

### **6. Trading Window:**

- (1) Designated persons may execute trades subject to compliance with this Code and the Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the Designated Persons. The trading window shall be closed 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 be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated Persons and their immediate relatives shall not trade in securities when the trading window is closed.
- (2) The notice of closure of Trading Window intimated to the Stock Exchanges, if any, wherever the securities of the Company are listed, by the Compliance Officer, shall be deemed as intimation to the Designated Persons / Insiders for adherence and compliance with this Code.

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- (3) The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- (4) Trading Window may be closed by the Company during such time, as it may deem fit by the Compliance Officer.
- (5) The Trading restriction period shall be applicable from the end of every quarter till 48 hours after the declaration of financial results.

The gap between clearance of accounts by Audit Committee and Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

### **7. Pre-clearance of Trades:**

- (1) When the trading window is open, trading by Designated Persons and their immediate relatives shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above threshold limit.
- (2) Designated Persons / their immediate relatives intending to deal in the securities of the Company upto the threshold limit, as defined and provided hereinbefore, may do so without any pre-clearance from the Compliance Officer. In all other cases, they should pre-clear the transactions as per the pre-dealing procedure as provided hereinafter.
- (3) Designated Persons / their immediate relatives shall make an application in the prescribed **Form I**, to the Compliance Officer indicating the estimated number of securities that he/she intends to deal in, the details as to the depository(ies) with which he/she maintains a Demat/Trading account, the details as to the securities in such depository mode and such other details as may be required by the Compliance Officer in this matter.
- (4) He / She shall execute an undertaking in favour of the Company, incorporating, therein, *inter alia*, the following clauses:

that he/she does not have any access or has not received Unpublished Price Sensitive Information upto the time of signing the undertaking;

that in case he/she has access to or receives Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in

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his/her position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes generally available;

that he/she has not contravened any provisions of this Code and the Regulations;

that he/she has made a full and true disclosure in the said matter.

(5) ~~Designated Persons~~ / ~~their immediate relatives~~ shall execute their transactions in respect of securities of the Company within seven (7) trading days after the approval of pre- clearance is given failing which the transaction has to be pre-cleared again. Reporting of trades executed or decisions not to trade and recording of such reasons shall be made/done in **Form II**.

(6) They shall not execute a contra trade during the six months following the prior transaction. In case of emergency the six months holding period may be waived by the Compliance Officer (application to be made in **Form III**) after recording in writing the reasons in this regard provided that such relaxation does not violate this Code/ Regulations.

In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Provided that this shall not be applicable in case of trade executed to exercise stock options.

(7) In case of the Compliance Officer intending to deal in the securities of the Company beyond the threshold limit, the pre-clearance of the Managing Director or in his absence, the Chairman of the Board, will have to be obtained. Similarly in case of emergency Compliance Officer may obtain the waiver from the Managing Director or in his absence, the Chairman of the Board, provided that such relaxation does not violate this Code/ Regulations.

## **8. Penalty for Insider Trading:**

- i. An Insider who acts in contravention of these Code shall be liable of to have his services or relationship with the Company, as the case may be, terminated.
- ii. Directors, Officers and employees of the Company who violate these Code shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback etc and ineligibility for future participation in the Company's stock option plans or termination.

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## **Reporting Requirements:**

### **9. Initial Disclosures:**

- (1) Every promoter, member of the Promoter group, key managerial personnel and director of the Company shall disclose his holding of securities of the Company as on the date of this Code taking effect, to the Company within thirty days of this Code taking effect in **Form A**;
- (2) Every person on appointment as a Director or a Key Managerial Personnel of the Company or upon becoming a Promoter or member of the Promoter group shall disclose his/her 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 in **Form B** unless any other Form is specified by the Board.

### **10. Continual Disclosures:**

- (1) Every Promoters, member of the Promoter group, designated person, and Directors, of the Company shall disclose to the Company in **Form C** unless any other Form is specified by the Board, stating 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, exceeds the threshold limits as defined herein above;
- (2) The Company shall notify the particulars of such trading to the stock exchanges on which the securities are listed, as applicable, within two trading days of receipt of the disclosure or from becoming aware of such information.
- (3) Connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in **Form D** and at such frequency as may be determined by the company in order to monitor compliance with these regulations.
- (4) Off market interse transfer between insiders shall be reported by the insiders to the Company within two working days. Every Company shall notify the particulars of such trades to the Stock Exchange on which the Shares of the Company are listed, within two trading days from receipt of the disclosure or from becoming aware of such information.

#### **Note:**

*1. Trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for the*

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*purpose of making Initial/Continual disclosures as required in Clause 9 and 10 above.*

*2. Disclosures made under Clause 9 and 10 above shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions.*

## **11. Additional disclosures by Designated Person:**

- i. Designated Persons shall be required to disclose names and permanent account number or any other identifier authorized by law of the following persons to the Company:
  - (a) Immediate relatives;
  - (b) Persons with whom such designated person(s) shares a material financial relationship\* and
  - (c) Phone, mobile and cell numbers which are used by person mentioned in sub-clause (a) and (b) above.
  - (d) In addition to the above, Designated Person shall also disclose Statements of all his holdings in Securities of the Company.

Any person identified as Designated Person shall within 30 days of such identification required to provide aforesaid disclosures to the Company and thereafter on Annual Basis within 30 days of the close of the financial year and as and when the information changes within 30 days of such changes in **Form IV** annexed hereto;

- ii. Designated Persons shall provide following information on one time basis by 30th April, 2019 in **Form V** annexed hereto:
  - (a) Names of educational institutions from which designated persons have completed his graduation;
  - (b) Name of past employers of Designated Person

Any person identified as Designated Person shall within 30 days of such identification required to provide aforesaid disclosures to the Company in **Form V** annexed hereto;

\*Note: For the purpose of this clause the term material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

## **12. Preservation of disclosures**

The disclosures made under these regulations shall be maintained by the Compliance Officer, for a minimum period of five years.

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## **13. POLICY AND PROCEDURE IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND CONTRAVENTION OF THE CODE:**

### **a) LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION :**

Leak of unpublished price sensitive information (UPSI) shall refer to such act / circumstance(s) by virtue of which an Unpublished Price Sensitive Information is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

### **b) INQUIRY AND PROCEDURE IN CASE OF LEAK OF UPSI**

- a. UPSI when it is leaked or in case of contravention of the code should be proved with evidence to facilitate proper assessment.
- b. On receipt of complaint or on becoming aware of leak of UPSI or contravention of the code, the Compliance Officer shall make inquiry based on the evidence.
- c. The Compliance Officer may take advice from any external independent agency or professional for conducting inquiry.
- d. In case of any leak of UPSI or contravention of the code by Compliance Officer, the inquiry of the same shall be carried out by Managing Director or he may authorised any person in this regard.
- e. Report on such inquiry shall be submitted to the Chairman of the Audit Committee within reasonable time period.
- f. The Chairman of the Audit Committee on receipt of report on enquiry, shall convene a Audit Committee meeting and Audit Committee shall review such report and initiate disciplinary proceeding against the person who is in default after providing him reasonable opportunity of being heard.
- g. The Disciplinary proceedings initiated by the Audit Committee may include but not limited to wage freeze, suspension, recovery, claw back, termination etc. and such disciplinary proceeding will be in addition to the action to be taken by SEBI, if any.

## **14. General**

The decision of the Board of Directors with regard to any or all matters relating to this Code and policy on leak of UPSI shall be final and binding on all concerned. The Board of Directors shall have the power to modify, amend or

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replace this Code or policy on leak of UPSI in part or full, as may be thought fit from time to time in their absolute discretion.

## **15. Forms:**

### a) **Disclosure Forms:**

Form A : Form for Initial Disclosures under clause 9(1)

Form B : Form for Initial Disclosures under clause 9(2)

Form C : Form for Continual Disclosures under clause 10 (1)

Form D : Form for Continual Disclosures under clause 10 (3)

### b) **Internal Forms :**

Form I : Application for Pre-Clearance and undertaking

Form II : Reporting of trades executed/decisions not to trade and recording of such reasons

Form III : Application for waiver of minimum holding period

Form IV : Additional Annual disclosure by Designated Persons

Form V : Additional one time disclosure by Designated Persons

# **GENESYS INTERNATIONAL CORPORATION LIMITED**

## **Form I**

### **Genesys International Corporation Limited**

#### **FORMAT OF APPLICATION FOR OBTAINING PRE-CLEARANCE APPROVAL**

**[Clause 7(3) of : Genesys Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons of Genesys International Corporation Limited]**

Date:

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

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Genesys Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I seek approval to purchase/sale/subscribe for not more than securities of the Company (having approximately Market value of Rs. \_\_\_\_\_ as on the date of application) as per the 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	

Yours truly,

(Signature of the Designated Person)

(Name of the Designated Person)

(Designation of Designated Person)



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**Genesys International Corporation Limited**  
**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR**  
**OBTAINING PRE-CLEARANCE APPROVAL**  
**UNDERTAKING**

Date:

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

I, ..... s/d/o ..... residing at ..... being a Designated Employee of the Company under the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as 'the PIT Regulations'), alongwith my relatives desirous of trading in the equity shares of the Company as mentioned in my application dated ..... for pre-clearance of the transaction. I hereby declare that

1) I have read, understood and shall abide 'Code of Conduct to Regulate, Monitor & Report Trading by Designated Persons and immediate relatives of Designated Persons' (hereinafter referred to as 'the Code').

2) I am neither in possession of unpublished price sensitive information relating to the Company nor doing any violation of provisions of the PIT Regulations.

3) 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 shall not communicate, provide or allow access to any unpublished price sensitive information relating to the Company to any person and has made a full and true disclosure in the said matter.

4) I shall attend the training sessions of PIT Regulations organized by the Company from time to time and shall not contravene the provisions of the PIT Regulations or the Code..

5) In the event of my trading transactions being in violation of the Regulations or the Code or the applicable laws:

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

(b) I shall 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.

6) I undertake to not to trade until pre-clearance from your office is taken and shall intimate the Company within 2 trading days of the execution of trade in the prescribed form upon trading in securities if the aggregate value of trade exceeds Rs. 10 Lakh (ten lakh) in one transaction or a series of transactions over any calendar quarter.

7) I shall not execute a contra trade for a period of six months from the date of permission for buying or selling of securities of the Company. I understand that in case of contra trade in violation of the PIT Regulations the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund.

# **GENESYS INTERNATIONAL CORPORATION LIMITED**

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

I declare that the above is true to the best of my knowledge and belief and have made full and true disclosure in the matter.

(Signature of the Designated Person)

(Name of the Designated Person)

(Designation of Designated Person)

# GENESYS INTERNATIONAL CORPORATION LIMITED

## Form II

### Genesys International Corporation Limited

#### Reporting of trades executed or decisions not to trade and recording of such reasons

[Clause 7(5) of : Genesys Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons of Genesys International Corporation Limited]

Date:

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

With reference to trading approval granted by the Company to me on \_\_\_\_\_, I hereby inform that I have bought/sold/subscribed for \_\_\_\_\_equity shares of the Company for Rs. \_\_\_\_\_ on \_\_\_\_\_.

In connection with the aforesaid transaction, please find enclosed copy of the following for your records:

Broker's contract note/Proof of payment to/from brokers/ Extract of bank passbook/statements (in case of demat transaction)/ Copy of Delivery instruction slips (applicable in case of sale transactions)

I hereby undertake to preserve the original copy of the above mentioned document for a **period of 5 years**) and produce to the Compliance Officer/Securities Exchange Board of India, if required in future.

Yours truly,

(Signature of the Designated Person)

(Name of the Designated Person)

(Designation of Designated person)

# **GENESYS INTERNATIONAL CORPORATION LIMITED**

## **Form III**

### **Genesys International Corporation Limited**

#### **APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD**

**[Clause 7(6) of : Genesys Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons of Genesys International Corporation Limited]**

Date:

The Compliance Officer,

**Genesys International Corporation Limited**

**73-A, SDF-III, SEEPZ, Andheri (E), Mumbai – 400 096**

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Genesys Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I .....(name and designation of the Designated Person) had ..... (provide the details of purchase/sale/subscribe for shares as the case may be) ..... (number of securities) of the Company on after obtaining pre-clearance on.

The details of transaction executed were submitted on (date) in Form II. I seek your approval to waive off the time restrictions and permit to execute a contra-trade for .....(number of securities) of the Company due to ..... (valid reason(s) for executing contra trade).

I declare that I am not in possession of any Unpublished Price Sensitive Information (as defined in the Genesys Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons of Genesys International Corporation Limited) upto the date of this application.

I further declare that in case I have access to any Unpublished Price Sensitive Information after the signing of this application and before executing a contra Trade (if permitted), I shall:

1. Promptly inform the Compliance Officer
2. Refrain from trading in securities of the Company.

Yours truly,

(Signature of the Designated Person)

(Name of the Designated Person)

(Designation of Designated Person)

Enclosed:

1. Copy of pre-clearance approval
2. Copy of Form I & II

# GENESYS INTERNATIONAL CORPORATION LIMITED

## Form IV

### Genesys International Corporation Limited

#### ADDITIONAL ANNUAL DISCLOSURE BY DESIGNATED PERSONS

[Clause 11(i) of: Genesys Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons of Genesys International Corporation Limited]

Date:

The Compliance Officer,

**Genesys International Corporation Limited**

**73-A, SDF-III, SEEPZ, Andheri (E), Mumbai – 400 096**

Dear Sir,

#### **Sub: Additional Annual Disclosure by a Designated Person**

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Genesys Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons, I \_\_\_\_\_(name and designation of the Designated Person) residing at \_\_\_\_\_ (address of the Designated Person) hereby declare that:

The Details of names, PAN (in case of non-availability of PAN any other Identifier as Authorized by the Law), and contact details of my immediate relatives and Persons with whom material Financial relationship\* are shared, are as follows:

A. Details of Immediate relatives#:

<b>Sr . No.</b>	<b>Relationship with Designated Person</b>	<b>Name of the person</b>	<b>PAN no. of Immediate relative</b>	<b>Telephone no. / Mobile no.</b>	<b>Date of Change, if any</b>
A.	Parents				
	i) Father				
	ii) Mother				
B.	Children				
	i)				
	ii)				
	iii)				
C.	Siblings				
	i)				
	ii)				
	iii)				
D.	Spouse				
E.	Spouse parents				
	i)				
	ii)				
F.	Spouse Siblings				
	i)				
	ii)				
	iii)				

# GENESYS INTERNATIONAL CORPORATION LIMITED

#“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

B. Details of person with whom Designated Person share material financial relationship\*\*

<b>Sr. No.</b>	<b>Name of Person</b>	<b>Relationship with Designated Person, if any</b>	<b>PAN no.</b>	<b>Telephone no. / Mobile no.</b>	<b>Date of Change, if any</b>

\*the term material financial relationship shall mean a relationship in which one person is a of least recipient of any kind payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

\*\* Extra sheets may be used if required

Yours truly,

(Signature of the Designated Person)

(Name of the Designated Person)

(Designation of Designated Person)

# GENESYS INTERNATIONAL CORPORATION LIMITED

## Form IV

### Genesys International Corporation Limited

#### ADDITIONAL ONE TIME DISCLOSURE BY A DESIGNATED PERSON

[Clause 11(ii) of : Genesys Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons of Genesys International Corporation Limited]

Date:

The Compliance Officer,

**Genesys International Corporation Limited**

**73-A, SDF-III, SEEPZ, Andheri (E), Mumbai – 400 096**

Dear Sir,

#### **Sub: Additional One time Disclosure by a Designated Person**

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Genesys Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons, I \_\_\_\_\_(name and designation of the Designated Person) residing at \_\_\_\_\_ (address of the Designated Person) hereby submit the following information:

Name of the Educational Institution form where person completed his / her graduation	
Name of the past Employers of the Designated person	1.  2.  3.

\*Extra sheets may be used if required

Yours truly,

(Signature of the Designated Person)

(Name of the Designated Person)

(Designation of Designated Person)

# GENESYS INTERNATIONAL CORPORATION LIMITED

## 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 No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/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:

Date:

Designation:

Place:

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



# GENESYS INTERNATIONAL CORPORATION LIMITED

## 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 Person as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP/ Directors/immediate relatives/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.

Name & Signature:

Date:

Designation:

Place:

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

# Genesys International Corporation Limited

## FORM C

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 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/Directors/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, Warrant, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sell/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.*

## Genesys International Corporation Limited

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:

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

# Genesys International Corporation Limited

## 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, Warrant, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sell/ 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.

# Genesys International Corporation Limited

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: