

## NOTICE

Notice is hereby given that the **Thirty Eight Annual General Meeting of Genesys International Corporation Limited will be held on Monday 28<sup>th</sup> day, of September 2020 at 4:00 pm through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) on account of outbreak of Covid 19 Pandemic and in accordance with the relevant circulars issued by Ministry of Corporate Affairs, to transact the following business:**

### ORDINARY BUSINESS:

#### 1. Adoption of Accounts, Report of the Auditors and Directors thereon:

- To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2020 together with the Reports of Board of Directors and Auditors thereon.
- To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Auditors thereon.

#### 2 Re-appointment of Director retiring by rotation:

To appoint a director in place of Mrs. Saroja Malik, who retires by rotation and, being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Appointment of Mr. Manish Patel (DIN : 03051315) as Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force Mr. Manish Patel (DIN : 03051315), who was appointed as an Additional Director in the capacity of Independent Director of the Company with effect from December 24, 2019 for period of one year by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (the 'Act') and who and being eligible for re-appointment has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the

Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 (“the Act”) from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of one year with effect from December 24, 2019 to December 23, 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

#### 4. Re-appointment of Mr. Manish Patel (DIN : 03051315), as Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Manish Patel (DIN : 03051315), who was appointed as an Independent Director and who holds office of Independent Director up to December 23, 2020 and being eligible has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from December 24, 2020 to December 23, 2025.”

#### 5. Revision in terms of remuneration of Mrs. Saroja Malik, Whole-time Director for remaining term.

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

“**RESOLVED THAT** further to the resolution passed at the 35<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2017 for remuneration payable to Mrs.

Saroja Malik, Whole-time Director (DIN: 00400421), and pursuant to the recommendation of Nomination & Remuneration Committee, and approval of the Board, subject to provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mrs. Saroja Malik, Whole-time Director of the Company for the remaining period of her present term of appointment upto 16<sup>th</sup> August, 2022, to include that the remuneration approved by the shareholders at 35<sup>th</sup> Annual General Meeting shall be the maximum remuneration in the event of loss or inadequacy of profits in any financial year during the aforesaid period, and the other terms and conditions of her appointment remaining the same, with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said remuneration, in such manner as may be agreed between the Board of Directors and Mrs. Saroja Malik within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, permission, sanction(s) as may be required from time to time.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**6. Revision of terms of remuneration of Mr. Sajid Malik, Chairman and Managing Director for remaining term.**

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

**"RESOLVED THAT** further to the resolution passed at the 35<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2017 for remuneration payable to Mr. Sajid Malik, Chairman and Managing Director (DIN:00400366), and pursuant to the recommendation of Nomination & Remuneration Committee and approval of the Board, pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and

such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the terms of maximum remuneration payable to Mr. Sajid Malik, Chairman and Managing Director of the Company for the remaining period of his present term of appointment, to include that the remuneration approved by the shareholders at 35<sup>th</sup> Annual General Meeting shall be the maximum remuneration in the event of loss or inadequacy of profits in any financial year during the aforesaid period, and the other terms and conditions of his appointment remaining the same, with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said remuneration, in such manner as may be agreed between the Board of Directors and Mr. Sajid Malik within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, permission, sanction(s) as may be required from time to time.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary or such other person as may be authorized by the Board, be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**7. Payment of remuneration to Mr. Ganapathy Vishwanathan, Non-Executive Non Independent Director.**

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

**"RESOLVED THAT** pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time-to-time, including any statutory modifications or re-enactment thereof) inserted vide the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and effective from April 01, 2019 read with Sections 197 and 198, Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Ganapathy Vishwanathan (DIN: 00400518), Non-Executive Non Independent Director, of an amount as may be decided and recommended by Nomination

and Remuneration Committee and approved by the Board of Directors from time to time not exceeding 3 (three) percent of the net profits of the Company for the financial year 2020-21, plus GST as applicable, sitting fees for attending the meetings of Board of Directors or Committee thereof and reimbursement of expenses, and the remuneration may exceed 50% of the total annual remuneration payable to all Non-Executive Directors of the Company.”

**8. Approval of Genesys International Corporation Limited - Employee Stock Option Scheme 2020 (“Genesys ESOP Scheme - 2020”)**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, the Memorandum and Articles of Association of the Company, the circulars and notifications issued by the Reserve Bank of India, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 (collectively referred to as “SEBI (SBEB) Regulations”), issued by the Securities and Exchange Board of India (“SEBI”), the provisions of Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India (“FEMA”), and subject to such other rules, regulations and guidelines that may be issued by SEBI and/or such other authorities from time to time and subject to such other approvals, permissions and sanctions as may be necessary from time to time and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to and accepted by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Compensation Committee of the Board), the approval and consent of the members be and is hereby accorded to the Board to adopt and implement “Genesys ESOP Scheme- 2020 (“Scheme”) and to create, offer, and grant such number of options and to issue and allot such number of equity shares and/or securities convertible into equity shares of the

aggregate nominal value (including any shares allotted to employees, as defined in SEBI (SBEB) Regulations, of the subsidiary company pursuant to the resolution proposed under item no. 9) of INR 50,00,000 (Rupees Fifty Lakhs only) represented by 10,00,000 (Ten Lakhs) equity shares of face value INR 5/- each (or such adjusted number of equity shares as may arise after giving effect to any corporate action like split, bonus, consolidation or other re-organisation of the capital structure of the Company, as may be applicable, from time to time) to such permanent employees of the Company whether working in India or abroad and Directors of the Company whether Whole-time Director or otherwise (hereinafter referred to as the “Employees”), as may be decided by the Board under the “**GENESYS ESOP SCHEME - 2020**” (hereinafter referred to as “**the Scheme**”) in terms of this resolution, at such price and on such terms and conditions and in such tranches as may be decided by the Board, in its sole and absolute discretion in accordance with the applicable provision of any law.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this resolution, which are hereby approved by the Members, or any amendment or modification thereof, the Board be and is hereby authorised to approve the Grant Letter, Application Form, ESOP agreement and other related documents, to grant Options to the Eligible Employees including deciding the number of Options to be granted to Eligible Employees at same work level, to allot Ordinary Shares upon exercise of options by the Eligible Employees, to take necessary steps for listing of the shares allotted under the Scheme on the stock exchanges, to make any modifications/changes/variations/alterations/ revisions in the Scheme or suspend/withdraw/revive the Scheme from time to time, unless such changes are detrimental to the interest of the Eligible Employees and as may be required in case of any change in applicable laws or as specified by any statutory authority.

**RESOLVED FURTHER THAT** the equity shares allotted pursuant to this resolution shall rank *pari passu* with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is

rendered unattractive due to fall in price of the share in the market and that such re-pricing is not detrimental to the interest of the employees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the formulation and implementation of the Scheme and to the shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/ or officer(s) of the Company, to give effect to this resolution.”

**9. Grant of Stock Options to the employees of Subsidiary Company/ies under “GENESYS ESOP SCHEME - 2020”**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, the Memorandum and Articles of Association of the Company, the circulars and notifications issued by the Reserve Bank of India, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 (collectively referred to as “SEBI (SBEB) Regulations”), issued by the Securities and Exchange Board of India (“SEBI”), the provisions of Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India (“FEMA”) and subject to such other rules, regulations and guidelines that may be issued by SEBI and/or such other authorities from time to time and subject to

such other approvals, permissions and sanctions as may be necessary from time to time and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include Compensation Committee of the Board), the approval and consent of the member be and is hereby accorded to the Board to adopt and implement “Genesys ESOP Scheme- 2020 (“Scheme”) and to create, offer, and grant such number of options and to issue and allot such number of equity shares and/or securities convertible into equity shares of the aggregate nominal value (including any shares allotted to employees, as defined in SEBI (SBEB) Regulations, of the holding company (i.e. the Company) pursuant to the resolution proposed under item no. 8) of INR 50,00,000 (Rupees Fifty Lakhs only) represented by 10,00,000 (Ten Lakhs) equity shares of face value INR 5/- each (or such adjusted number of equity shares as may arise after giving effect to any corporate action like split, bonus, consolidation or other re-organisation of the capital structure of the Company, as may be applicable, from time to time) to permanent employees and Directors of the subsidiary company/ies (including foreign subsidiaries) as may be decided by the Board under the “**GENESYS ESOP SCHEME - 2020**” (hereinafter referred to as “**the Scheme**”) in terms of the resolution proposed under item no. 8 of this Notice, duly passed at this meeting, at such price and on such terms and conditions and in such tranches as may be decided by the Board, in its sole and absolute discretion in accordance with the applicable provision of any law.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this resolution, which are hereby approved by the Members, or any amendment or modification thereof, the Board be and is hereby authorised to approve the Grant Letter, Application Form, ESOP agreement and other related documents, to grant options to the Eligible Employees (including deciding the number of options to be granted to Eligible Employees at same work level), to allot Ordinary Shares upon exercise of options by the Eligible Employees, to take necessary steps for listing of the Ordinary Shares allotted under the Scheme on the stock exchanges, to make any modifications/changes/variations/alterations/ revisions in the Scheme or suspend/withdraw/revive

the Scheme from time to time, unless such changes are detrimental to the interest of the Eligible Employees (including subsidiaries employees), as may be required in case of any change in applicable laws or as specified by any statutory authority.

**RESOLVED FURTHER THAT** the equity shares allotted pursuant to this resolution shall rank *pari passu* with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and that such re-pricing is not detrimental to the interest of the employees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the formulation and implementation of the Scheme and to the shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the Members or otherwise that the Members shall be deemed to have

given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/ or officer(s) of the Company, to give effect to this resolution.”

By Order of the Board of Directors  
**For Genesys International Corporation Limited**

**Vineet Chopra**  
**Vice President- Legal &**  
**Company Secretary**

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

Place: Mumbai  
Dated: August 28, 2020

## NOTES

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ('hereinafter collectively referred to as Circulars'), physical attendance of the Members at the Annual General Meeting (AGM) venue is not required and the AGM is being held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the Members will not be available. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting. The deemed venue for the 38th AGM shall be the Registered Office of the Company.
3. Pursuant to the Circulars, the Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the aforesaid Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-voting during the AGM will be provided by CDSL.
6. The Notice of the AGM has been uploaded on the website of the Company at [www.igenesys.com](http://www.igenesys.com) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com)
7. Since the AGM will be held through VC/ OAVM facility, the route map, proxy form and attendance slip are not annexed in this Notice.
8. As per the provisions of section 72 of the Act, the facility of making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their respective Depository Participant in case the shares are held by them in electronic form and to the Company / RTA, in case the shares are held in physical form.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company / RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is appended hereto.
11. A brief resume of Director, who seeks re-appointment as a Director, has also been appended hereto.
12. Pursuant to the Circulars, in view of the prevailing situation, there are difficulties in dispatching of physical copies of the Notice of the 38th AGM and the Annual Report for the financial year 2019-20 and therefore the same are being sent only by email to the Members whose email address is registered with the Company/Depositories. Members may note that the Notice of the 38th AGM and the Annual Report will also

be available on the Company's website viz. [www.igenesys.com](http://www.igenesys.com) and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).

13. Members who have not yet registered their email addresses are requested to register the same with their Depository participants in case the shares are held by them in electronic mode and with the Registrar & Share Transfer Agent (RTA) of the Company in case the shares are held by them in physical form. However, for limited purpose like receiving the notice of the forthcoming Annual General Meeting and related documents, Members holding shares in electronic mode may register their email addresses with our RTA as per the process given in the e-Voting instructions of the notes to this notice.
14. The Register of Members and Share Transfer Books of the Company will remain closed from, September 22, 2020 to, September 28, 2020 (both days inclusive) for the purpose of Annual General Meeting.
15. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investors@igenesys.com](mailto:investors@igenesys.com).
17. Members are requested to send all communications relating to shares, unclaimed dividends, change of address, etc. to the Registrar & Share Transfer Agent of the Company, at their address: BIGSHARE SERVICES PVT. LTD. 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059 Tel. No.: 022 – 62638200, Fax.: 022 -62638299.
18. Members are requested to notify immediately any change in their addresses to the Registrar & Share Transfer Agent of the Company at the above address, if shares are held in physical form, and to the respective depository participants, if shares are held in electronic mode.
19. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
20. To prevent fraudulent transactions, we urge the Members to exercise due diligence and notify the Company of any change in address / stay abroad or demise of any Member as soon as possible. Members are requested not to leave their demat account dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
21. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
22. In terms of section 124(5) of the Companies Act, 2013, dividend amount for the year ended March 31, 2013 remaining unclaimed for a period of seven years shall become due for transfer in November, 2020 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account. Members who have not claimed dividends in respect of the financial years from 2012-13 onwards are requested to approach the Company/Bigshare Services Pvt Ltd (RTA Agent) for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account. The details of such unclaimed dividends are available on the Company's website at [www.igenesys.com](http://www.igenesys.com). The unclaimed dividends and corresponding shares including all benefits accruing on such shares, if any, once transferred to the IEPF Authority can only be claimed back from the IEPF Authority, for which details are available at [www.iepf.gov.in](http://www.iepf.gov.in).
23. The Company has designated an exclusive e-mail ID called [investors@igenesys.com](mailto:investors@igenesys.com) to redress Shareholders' complaints / grievances. In case you

have any queries / complaints, then please write to us at [investors@igenesys.com](mailto:investors@igenesys.com). The Company has nominated Mr. Vineet Chopra, Vice President- Legal and Company Secretary, as its Nodal Officer for the purpose of co-ordination with the IEPF Authority and the contact details of the Nodal Officer is available on Company's website.

24. Members desirous of obtaining any information/ clarification(s), intending to raise any query concerning the financial statements/Annual Report of the Company, are requested to send the same at least 7 days before the AGM mentioning their name, demat account number/folio number, email id, mobile number at [investors@igenesys.com](mailto:investors@igenesys.com) so that the same may be replied suitably.

#### **VOTING THROUGH ELECTRONIC MEANS**

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and sub-regulation (1) of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 38th Annual General Meeting (AGM) by Remote e-voting i.e. the facility of casting votes by a member using an electronic voting system from a place other than venue of the annual general meeting. Remote e-voting facility will be provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

- A. The shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date viz. September 21, 2020 may cast their vote electronically.
- B. A shareholder can opt for only one mode of voting i.e. remote e-voting or voting while attending AGM through VC/OAVM facility. In case a shareholder votes through remote e-voting as well as voting during AGM through VC/OAVM, the vote cast through remote e-voting shall be considered and the voting during AGM shall not be considered by the scrutinizer.
- C. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
- D. The Company has appointed M/s DSM & Associates, Company Secretaries in Practice (CP No 9394) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall immediately after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 (three) days after the conclusion of the Annual General Meeting to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- F. The result of voting will also be placed at the website of the Company viz. [www.igenesys.com](http://www.igenesys.com) and also on [www.evotingindia.com](http://www.evotingindia.com).
- G. The scrutinizer's decision on the validity of all kinds of voting will be final.

#### **Instructions for Remote E-Voting**

- I. The remote e-voting period will commence at 9.00 a.m. on Friday, September 25, 2020 and will end at 5.00 p.m. on Sunday, September 27, 2020. During this period the eligible Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at meeting
- III. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- IV. Click on Shareholders.
- V. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



or

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login-Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- VIII. If you are a first time user follow the steps given below:

PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter your bank details or Date of Birth in dd/mm/yyyy format as recorded with your depository participant in case of electronic shares or with the company in respect of physical shares in order to login.</p>
	<ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned above.</li> </ul>

- IX. After entering these details appropriately, click on "SUBMIT" tab.
- X. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Now select the Electronic Voting Sequence Number (EVSN) of "Genesys International Corporation Ltd" on which you choose to vote.
- XIII. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the resolution and option "NO" implies that you dissent to the resolution.
- XIV. Click on the "Resolutions File Link" if you wish to view the entire resolutions.
- XV. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XVI. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- XVIII. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XIX. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from the internet. Please follow the instructions as prompted by the mobile app while remote e-voting from your mobile.

**I. ADDITIONAL INSTRUCTIONS FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- a. Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under "Help" section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

III. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice

- i) For shareholders holding shares in physical form - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN

card), AADHAR (self- attested scanned copy of Aadhar Card) by email to Company / RTA's email ID [investors@igenesys.com](mailto:investors@igenesys.com) or [investor@bigshareonline.com](mailto:investor@bigshareonline.com) respectively.

- ii) For shareholders holding shares in dematerialised form - please provide Demat account details (CDSL- 16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of shareholder, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA's email ID at [investors@igenesys.com](mailto:investors@igenesys.com) or [investor@bigshareonline.com](mailto:investor@bigshareonline.com) respectively.
- iii) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM**

1. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
2. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e- voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.

6. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request 7 (seven) days in advance mentioning their name, demat account number/folio number, email ID, PAN no, mobile number at [investors@igenesys.com](mailto:investors@igenesys.com). Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Shareholder may send their questions on [investors@igenesys.com](mailto:investors@igenesys.com) 7 (seven) days prior to the meeting and same will be replied by the Company suitably.
7. Members desiring any relevant information on the accounts at the meeting are requested to write to the Company at least 7 days in advance of the date of meeting at [investors@igenesys.com](mailto:investors@igenesys.com), so as to enable the Company to keep the information ready.
8. Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
9. All If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact

Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

10. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING**

1. Procedure for e-Voting on the day of the AGM is same as the Remote e-voting as mentioned above.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are not otherwise barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any votes are cast by shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.
4. Shareholders who have voted through Remote e-Voting facility will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**Explanatory statement pursuant to Section 102 of the Companies Act, 2013**

**The following Explanatory Statement sets out all material facts relating to Resolution No. 4 to 9 of the notice:**

**Items No. 3 and 4:**

As per provisions of Section 149, 152, Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation'), the Company on recommendation of Nomination and Remuneration Committee and with approval of Board in its meeting held on December 24, 2019 had appointed Mr. Manish Patel (DIN: 03051315) as additional director in the capacity of Non executive Independent Director on the Board of the Company for a period of One year w.e.f. December 24, 2019 subject to approval of members. Mr. Manish Patel holds office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto one year. The Company has received notice under Section 160 of the Companies Act, 2013 for Mr. Manish Patel signifying his candidature as an Independent Director of the Company. Mr. Manish Patel one year term shall end on December 23, 2020 ("first term") and is eligible for re-appointment for another term under the applicable provisions of Companies Act, 2013 read with applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The Nomination and Remuneration Committee of the Board of Directors, based on the performance evaluation has recommended re-appointment of Mr. Manish Patel as Independent Director for a second term of five consecutive years effective from December 24, 2020. Hence, the Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, the continued association of Mr. Manish Patel would be beneficial to the Company. In the opinion of the Board, Mr. Manish Patel proposed to be appointed as Independent Director fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

Requisite notice under section 160 of the Act, proposing the re-appointment of Mr. Manish Patel as Independent Director for the second consecutive term of five years has been received by the Company. Mr. Manish Patel is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as

Director. The Company has also received declaration from Mr. Manish Patel that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation'). The details of Director whose re-appointment as Independent Director is proposed at Items Nos. 3 and 4 forms part of this Notice. Copies of draft letters of appointment of Mr. Manish Patel setting out the terms and conditions of appointment are available for inspection by the members at the registered office.

Mr. Manish Patel is interested in the resolutions set out respectively at Items Nos. 3 and 4 of the Notice with regard to his respective appointment and re-appointment. The relatives of Mr. Manish Patel may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolution and the Special Resolution set out in the Item Nos. 3 and 4 respectively of the accompanying Notice for the approval by the Members of the Company.

**Item no. 5:**

Mrs. Saroja Malik was re-appointed as Whole-time Director by way of a special resolution passed by the members at the 35<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2017 with effect from 1<sup>st</sup> September, 2017 for period of five years upto 16<sup>th</sup> August, 2022. Further the Members at the same Annual General Meeting of the Company held on 28<sup>th</sup> September, 2017, approved remuneration to Mrs. Saroja Malik, Whole-time Director by way of a special resolution for the same period. The Board is of the view that the existing terms of appointment does not include remuneration to be paid as per Schedule V of the Companies Act, 2013 in case of inadequacy or absence of profit, therefore the approval of the members of the Company is sought for revision in terms of appointment with respect to remuneration as provided in the resolution no. 5 to include minimum remuneration in case of inadequacy or absence of profits, subject to permission, sanctions, approvals as may be required. The existing upper limit of remuneration in respect of Mrs. Saroja Malik needs revision as minimum remuneration for the remaining period of her present term of appointment upto 16<sup>th</sup> August, 2022, including the remuneration to be paid to her in the event of loss or inadequacy of profits in any financial year during the aforesaid period.

On recommendation of Nomination & Remuneration Committee the Board of Directors in its meeting held on August 28, 2020 approved the revision of remuneration for the remaining term upto 16<sup>th</sup> August, 2022.

Mrs. Saroja Malik is a Law Graduate and has vast experience in legal and Income Tax matters. She has been a valuable resource on critical legal issues including income tax, customs regulations, contracts management etc.

The material terms of appointment of Mrs. Saroja Malik is furnished below:

1. Period: For the remaining period of her present term of appointment upto 16<sup>th</sup> August, 2022, including the remuneration to be paid to her in the event of loss or inadequacy of profits in any financial year during the aforesaid period.

2. Remuneration:

Mrs. Saroja Malik shall be entitled to the following basic salary:

Particulars	Salary
Monthly	Maximum of ₹ 3,00,000/-
Yearly	Maximum of ₹ 36,00,000/-

- b) Perquisites and Allowances:

In addition to the salary, Mrs. Saroja Malik shall also be entitled to perquisites and allowances like House Rent Allowances, CCA, Medical Reimbursement, Leave Travel Allowances for self and family, club fees and personal accident insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to between the Nomination and Remuneration Committee and /or Board of Directors and Mrs. Saroja Malik. However, the payment of such perquisites and allowances shall be subject to a maximum of 100% of the Annual Salary.

- i. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, 1962, wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost to the Company.
- ii. Provisions for use of Company car for office duties and telephone and other communication facilities at residence shall not be included in the computation of perquisites.

Mrs. Saroja Malik shall be subject to retirement by rotation during her tenure as a Director. No sitting fees shall be paid for attending meetings of the Board of Directors or any Committee thereof.

Mrs. Saroja Malik is interested in the resolutions set out respectively at Item No. 5 of the Notice. Mr. Sajid Malik relative of Mrs. Saroja Malik and other relatives are interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolutions set out in the Item No. 5 of the accompanying Notice for the approval by the Members of the Company.

**Item no. 6:**

Mr. Sajid Malik was re-appointed as Managing Director by way of a special resolution passed by the members at the 35<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2017 with effect from 1<sup>st</sup> september, 2017 for period of five years upto 31<sup>st</sup> August, 2022. Further the Members at the same Annual General Meeting of the Company held on 28<sup>th</sup> September, 2017 approved remuneration to Mr. Sajid Malik, Chairman and Managing Director by way of a special resolution for the same period. The Board is of the view that the existing terms does not include remuneration to be paid in case of inadequacy or absence of profit, therefore the approval of the members of the Company is sought for revision in the terms of maximum limit of remuneration to be paid in accordance with Schedule V of the Companies Act, 2013 and as provided in the resolution no. 6 as minimum remuneration in case of inadequacy or absence of profits, subject to permission, sanctions, approvals as may be required. The existing upper limit remuneration in respect of Mr. Sajid Malik needs revision as minimum remuneration for the remaining period of his present term of appointment upto 31<sup>st</sup> August, 2022, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period.

On recommendation of Nomination & Remuneration Committee the Board of Directors in its meeting held on August 28, 2020 approved the revision of remuneration for the remaining term upto 31<sup>st</sup> August, 2022.

Mr. Sajid Malik is a commerce graduate from Mumbai University, an OPM from Harvard University, Boston and a Member of the Institute of Chartered Accountants of India. He has varied experience in corporate advisory structured

finance. He has an international exposure to developed markets in Europe, US and the Far East. His expertise spans over Banking, Finance, Foreign Exchange Management and Marketing.

Mr. Sajid Malik is credited for having led the Company today to be one of the leading geospatial companies doing pioneering work in urban governance, town planning and new usages of geospatial technology. Under his stewardship, the Company has worked with several local governments and also the United Nations.

The material provisions of the terms of appointment of Mr. Sajid Malik are furnished below:

1. Period: For the remaining period of his present term of appointment upto 31<sup>st</sup> August, 2022, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period.

2. Remuneration:

Particulars	Salary
Monthly	Maximum of ₹ 6,00,000/-
Yearly	Maximum of ₹ 72,00,000/-

- b) Perquisites and Allowances:

In addition to the salary, Mr. Sajid Malik shall also be entitled to perquisites and allowances like House Rent Allowances, CCA, Medical Reimbursement, Leave Travel Allowances for self and family, club fees and personal accident insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to between the Nomination and Remuneration Committee and /or Board of Directors and Mr. Sajid Malik. However, the payment of such perquisites and allowances shall be subject to a maximum of 100% of the Annual Salary.

- i. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, 1962, wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost to the Company.
- ii. Provisions for use of Company car for office duties and telephone and other communication facilities at residence shall not be included in the computation of perquisites.

Mr. Sajid Malik shall not be subject to retirement by rotation during his tenure as a Director. No sitting fees shall be paid for attending meetings of the Board of Directors or any Committee thereof.

Mr. Sajid Malik is interested in the resolutions set out at Item No. 6 of the Notice. Mrs. Saroja Malik relative of Mr. Sajid Malik and other relatives are interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolutions set out in the Item No.6 of the accompanying Notice for the approval by the Members of the Company.

A statement along with a notice calling the general meeting given to the shareholders containing the following information, namely for Item nos. 5 & 6:

**I. General information:**

- (1) Nature of industry- Genesys International Corporation Limited is engaged in providing Geographical Information Services comprising of photogrammetry, remote sensing, car topography, data conversion, state of the art terrestrial and 3D geo-content including location and other computer related services.
- (2) Date or expected date of commencement of commercial production: Genesys International Corporation Limited (CIN: L65990MH1983PLC029197) was established in 1983 with its registered office located at Mumbai.
- (3) Financial performance based on given indicators:

- a. Standalone Financial Performance based on given indicators

(₹ In Lakhs)

	2018-19	2019-20
Net Sales	11,879.34	11,178.09
Profit/(Loss) before tax	1525.13	399.47
Profit/(Loss) after tax	1229.63	553.33

- b. Consolidated Financial Performance based on given indicators

(₹ In Lakhs)

	2018-19	2019-20
Net Sales	11,473.09	11,178.09
Profit/(Loss) before tax	37.05	(662.58)
Profit/(Loss) after tax	(373.21)	(508.55)

- (4) Foreign investments or collaborations, if any: Promoter Non-Resident Director and Foreign

Bodies Corporate (Promoters), hold approximately 31% shares of the Company. Apart from this there is no direct foreign investment in the company except to the extent shares held by Foreign Portfolio Investors / Foreign Institutional Investors (FII) acquired through secondary market.

There is no foreign collaboration in the Company.

## II. Information about the appointee:

### (1) Background details:

a. Mrs. Saroja Malik is a Law Graduate and has more than 30 years of exhaustive experience in Legal, Income tax and administration matters. She has expertise in legal compliance, Custom regulations and all tax related issues. A Brief Profile of Mrs. Saroja Malik is annexed as a separate statement to the Notice for information of members of the Company.

b. Mr. Sajid Malik is a commerce graduate from Mumbai University, an OPM from Harvard University, Boston and a Member of the Institute of Chartered Accountants of India. He has varied experience in corporate advisory structured finance. He has an international exposure to developed markets in Europe, US and the Far East. His expertise spans over Banking, Finance, Foreign Exchange Management and Marketing. Mr. Sajid Malik is credited for having led the Company today to be one of the leading geospatial companies doing pioneering work in urban governance, town planning and new usages of geospatial technology. Under his stewardship, the Company has worked with several local governments and also the United Nations.

### (2) Existing remuneration:

1) Mrs. Saroja Malik

a. Basic Salary:

Particulars	Salary
Monthly	Maximum of ₹ 3,00,000/-
Yearly	Maximum of ₹ 36,00,000/-

b. Perquisites and Allowance:

In addition to the salary, Mrs. Saroja Malik

shall also be titled to perquisites and allowances like House Rent Allowances, CCA, Medical Reimbursement, Leave Travel Allowances for self and family, club fees and personal accident insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to between the Nomination and Remuneration Committee and /or Board of Directors and Mrs. Saroja Malik. However, the payment of such perquisites and allowances shall be subject to a maximum of 100% of the Annual Salary.

### II) Mr. Sajid Malik:

a. Basic Salary:

Particulars	Salary
Monthly	Maximum of ₹ 6,00,000/-
Yearly	Maximum of ₹ 72,00,000/-

b. Perquisites and Allowance:

In addition to the salary, Mr. Sajid Malik shall also be titled to perquisites and allowances like House Rent Allowances, CCA, Medical Reimbursement, Leave Travel Allowances for self and family, club fees and personal accident insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to between the Nomination and Remuneration Committee and /or Board of Directors and Mr. Sajid Malik. However, the payment of such perquisites and allowances shall be subject to a maximum of 100% of the Annual Salary.

(3) Recognition or awards: NA

(4) Job profile and her/his suitability:

a. Mrs. Saroja Malik has been carrying on all responsibilities casted on her by the Board from time to time. She has played a key role in legal compliances, custom regulations and tax related issues.

b. Mr. Sajid Malik is Chairman & Managing Director of Genesys International Corporation Ltd. He is a B.Com Graduate from Sydenham College, Mumbai University and is an Associate member of the Institute of

Chartered Accountants of India. Under his leadership, Genesys International Corporation Ltd became a leading Geospatial mapping and survey company in India. He has varied experience in corporate advisory, structured finances. He has an international exposure to developed markets in Europe, US and the Far East. His expertise spans over GIS, Banking, Finance, Foreign Exchange Management and Marketing. He's also on the Governing Council of Association of Geospatial Industries. He was awarded by Secretary of Ministry of Earth Science for a Business Leader in Geospatial Industries. He has played pivotal role in growth of Geospatial Industry in India.

(5) Modification in remuneration proposed: As given above in the explanatory statement annexed to the Notice.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mrs. Saroja Malik and Mr. Sajid Malik, the remuneration proposed to be paid commensurate with the remuneration packages paid to their similar counterparts in other companies.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

a. Mrs. Saroja Malik is a Promoter of the Company and is related to Mr. Sajid Malik, Chairman & Managing Director of the Company.

b. Mr. Sajid Malik is a Promoter of the Company and is related to Mrs. Saroja Malik, Whole-Time Director of the Company.

### III. Other information:

(1) Reasons of loss or inadequate profits: Recessary conditions in major markets leading due to Pandemic situation with spread of Corona Virus which had impact on production and services offered leading to substantial fall in revenue.

(2) Steps taken or proposed to be taken for improvement: The Company has initiated several cost control measures and focusing on production

with limited resources for improvement and to provide better services to clients in all respects.

(3) Expected increase in productivity and profits in measurable terms: With the measures being taken for improvement in performance, the Company expects improvement in productivity and better revenue in financial year 2020-21 onwards.

### IV. Disclosures

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2020.

This resolution with aforesaid terms and conditions may also be treated as an abstract of the terms of remuneration of Mrs. Saroja Malik and Mr. Sajid Malik.

Mrs. Saroja Malik, herself is concerned or interested in the resolution. Mr. Sajid Malik, being son of Mrs. Saroja Malik may be considered to be concerned or interested in the resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested in this resolution.

Mr. Sajid Malik, himself is concerned or interested in the resolution. Mrs. Saroja Malik, being mother of Mr. Sajid Malik may be considered to be concerned or interested in the resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested in this resolution.

### Item No. 7

Mr. Ganapathy Vishwanathan, a Commerce Graduate is a Chartered Accountant, Company Secretary and Cost Accountant having more than 25 years of professional experience.

He was appointed as an Independent Director at the 32nd AGM for a period of five years commencing from September 29, 2014 till September 28, 2019. Post that he was appointed as Non-executive non-Independent Director/ He has expertise in the field of (a) Corporate finance & investment banking encompassing areas in capital markets such as capital structuring, equity & debt syndication, mergers, demergers & acquisition (b) Financial Accounting & taxation (c) Company Law & FEMA; & (d) advising corporates on business strategy from commercial / financial standpoint & advising on enhancement of shareholder value.



In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required every year, if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together.

The Nomination and Remuneration Committee recommended to the Board of Directors the remuneration payable to Mr. Ganapathy Vishwanathan not exceeding 3(three) percent of the net profits of the Company in any fiscal year computed in the manner provided in Section 197 and 198 of the Companies Act, 2013 plus GST at the applicable rate, sitting fees and reimbursement of expenses. Approval of shareholders is therefore sought to pass this resolution as Special Resolution.

Except for Mr. Ganapathy Vishwanathan and his relatives, none of the Directors / Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in this resolution.

#### Item No. 8 & 9

Genesys has always believed in Stock Options as an effective instrument, to align the interest of employees with those of the Company and its shareholders, providing an opportunity to employees to share the growth of the Company, and to create long-term wealth in the hands of employees.

Your Company believes in rewarding its employees for their continued hardwork, dedication and support which has led the Company on the growth path. The Company intends to implement the “**Genesys ESOP Scheme - 2020**” with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability in sync with their own personal and professional development. This will also act as a retention tool and attract best talent available in the market.

The Board has therefore proposed to evolve “**Genesys ESOP Scheme 2020**” (hereinafter referred to as “the Scheme”) for the benefits of employees and Directors of the Company and its Subsidiary Companies, and such other persons/entities as may be prescribed by SEBI from time to time, and in accordance with the provisions of prevailing regulations.

The Board has accordingly decided to seek approval of the shareholders of the Company.

The salient features of the Scheme are as under:

#### a) **Brief description of the Scheme:**

In order to retain the existing employees and also to attract and retain the best talent, the Company proposes to grant stock options to its present and future employees under **Genesys ESOP Scheme – 2020** in terms of this resolutions and in accordance with the relevant provisions of the Companies Act, 2013, the rules framed there under, SEBI (SBEB) Regulations, SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and other laws as applicable.

#### b) **Total number of Options to be granted:**

The Options to be granted under the scheme shall not exceed 10,00,000 (Ten Lakhs) equity shares and/or securities convertible into equity shares of the aggregate nominal value of INR 50,00,000 (Rupees Fifty Lakhs only) represented by 10,00,000 (Ten Lakhs) equity shares of face value INR 5/- each in one or more tranches.

As per SEBI (SBEB) Regulations in case of corporate action like bonus shares, split, rights issue, merger, sale of division etc. such number of equity shares of equivalent value as may arise after giving effect to such corporate actions shall be deemed to be increased in proportion to the above ceiling limit of Equity Shares.

#### c) **Identification of classes of Employees entitled to participate in the scheme:**

Such permanent employees of the Company whether working in India or abroad and Directors of the Company whether Whole-time Director or Otherwise (hereinafter referred to as the “Employees”), as may be decided by the Board and / or Compensation Committee and also to the permanent employees and Directors of Subsidiary Companies and /or to such other persons, as may from time to time be allowed under prevailing laws, rules and regulations, and /or amendments thereto from time to time on such terms and conditions as may be decided by the Board.

However, the following persons shall not be eligible:

- (i) who are either promoter or belong to promoter group as defined in the Regulations; or
- (ii) a director who either by himself or through his relative or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the company shall not be eligible to participate in the ESOS; and

(iii) an Independent Director within the meaning of the Companies Act, 2013.

**d) Requirements of Vesting and Period of Vesting:**

The Options granted shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Company, as the case may be. The Board or the Compensation Committee of the Board may, at its discretion, lay down such performance metrics/criteria on the achievement of which the options shall vest with the employee, the detailed terms and conditions relating such vesting, and the proportion in which the Options granted shall vest, etc.

The minimum period of vesting is one year from the date of grant of option and the maximum period shall be five years. The Compensation Committee shall decide on the vesting schedule. The vesting may also happen in one or more tranches as may be decided and approved by the Compensation Committee.

The Options, that may lapse/expire or are forfeited, will be available for grant to the eligible employees.

**e) Maximum period (subject to regulation 18(1) of the regulations, as the case may be) within which the options / benefit shall be vested:**

The maximum period of vesting shall be as stated above in point (d).

**f) Exercise Price or Pricing Formula:**

The exercise price, as per the discretion of the Compensation Committee shall be upto 66.66% discount to the market price, which shall be the latest available closing price on the Stock Exchange, which records the highest trading volume in the Company's Equity shares on the date immediately prior to the date of the Board / Compensation Committee meeting.

**g) Exercise Period and Process of Exercise:**

The exercise period will commence from the date of vesting and will expire on completion of 2 years from the date of the vesting of the options or such other period as may be decided by the Compensation Committee, from time to time.

In order to exercise the Options, the Option grantee shall give a written application in the manner as prescribed. The options granted to the employees are not transferable.

**h) Appraisal Process for determining eligibility of Employees to participate in the Scheme:**

The appraisal process for determining the eligibility of the employees will be specified by the Compensation

Committee from time to time and shall be based on such criteria which may include but not restrict to the role, designation, past performance, future potential of the employees and shall be determined by the Compensation Committee at its sole and absolute discretion.

**i) Maximum Number of Options to be issued per employee and in aggregate:**

The number of Options that may be granted to any specific employee of the Company or of its Subsidiary Company under the Scheme, in any financial year and in aggregate under the Scheme shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.

**j) Maximum quantum of benefits to be provided per employee under a scheme:**

Quantification of benefits to be provided per employee under a scheme is difficult. The discount on shares at the time of grant of Options is upto 66.66% discount to the prevailing market price as stated above and benefits arising after sale of shares is subject to the market price of the shares as on the date of sale which is a future event and not quantifiable as on date.

**k) Whether the scheme(s) is to be implemented and administered directly by the company or through a trust:**

The **Genesys ESOP Scheme – 2020** shall be implemented and administered directly by the Company.

**l) Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:**

The Scheme involves issue of new shares by the company.

**m) Disclosure and Accounting Policies:**

The Company shall comply with 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards or Policies as may be prescribed by such statutory/concerned authorities, including any disclosure requirements prescribed therein in accordance with and subject to the requirements of Regulation 15 of SEBI (Share Based Employee Benefits) Regulations, 2014.

**n) Surrender Clause:**

i. An employee may surrender his/her vested / unvested options at any time during his/her employment with the company.

ii. Any employee willing to surrender his Options shall communicate the same to the Administrator in the prescribed form. Thereafter the surrendered options shall expire and stand terminated with effect from the date of surrender of options. Such options will be treated as lapsed options.

**o) Adjustment in case of Corporate Actions (eg. bonus shares, split, rights issue, merger, sale of division etc):**

A fair and reasonable adjustment in the manner as provided in the said SEBI (SBEB) Regulations shall be made to the number of options and to the exercise price in case of Corporate Actions (eg. bonus shares, split, rights issue, merger, sale of division etc.) by the Company between the date of grant of options and the exercise of the options.

**p) Perquisite Tax:**

In terms of the provisions of Section 17(2)(vi) of the Income Tax Act, 1961 and other applicable laws, the eligible employees shall be liable to pay the amount of perquisite tax and/or other taxes, charges and levies (by whatever name called) in respect of the options exercised, if any.

The Company shall be entitled to receive the entire consideration and the perquisite tax and/or other taxes, charges and levies (by whatever name called) at the time of exercise of the options by the eligible employees, irrespective of when the Company may be required to deposit the tax with the relevant authority.

**q) Method of Valuation of Options:**

In case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used fair value of the options, shall be disclosed in the Director's Report. Impact of this difference on profits and Earning per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

The Compensation Committee will monitor the administration & superintendence of "**Genesys ESOP Scheme - 2020**" once approved by the Shareholders. The Committee shall be authorized to settle any dispute or remove any hurdle that may arise with respect to interpretation of any of the provisions of ESOP or in the implementation thereof as the Committee in its absolute discretion thinks fit.

The Company through its Board shall be entitled to vary the terms of the schemes in any manner in its sole and absolute discretion, in accordance with the applicable provisions of any law subject to the same not detrimental to the interest of the employees.

Accordingly, consent of the members is being sought by way of Special Resolution set as Item Nos. 8 & 9 of the Notice of pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI (SBEB) Regulations.

A separate resolution is required to be passed if the benefits of ESOP are to be extended to employees of the Subsidiary Companies. This separate Resolution under Item No. 9 is being proposed accordingly to cover those employees, and/or such other persons as may be permitted from time to time, under prevailing laws, rules and regulations, and/or amendments thereto from time to time.

The Board of Directors recommends the Special Resolutions as set out in item nos. 8 & 9 for the approval of the Members

The Options to be granted under the scheme shall not be treated as an offer or invitation made to public for subscription in the equity shares of the Company.

Since the options under the Scheme could be also offered and issued to the Directors and Key Managerial Personnel of the Corporation, to the extent and in the manner as may be permissible under the relevant provisions of the Companies Act, 2013, rules made there under and SEBI ESOP Regulations, such Directors and Key Managerial Personnel and their relatives are deemed to be concerned and interested, in the said resolutions.

By Order of the Board of Directors  
For **Genesys International Corporation Limited**

**Sd/-  
Vineet Chopra  
Vice President- Legal &  
Company Secretary**

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

Place: Mumbai  
Dated: August 28, 2020

**PROFILE OF DIRECTORS BEING APPOINTED/RE-APPOINTED**

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and clause 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, the particulars of Directors who are proposed to be appointed/re-appointed are given below:

<b>Name of the Director</b>	<b>Mr. Manish Patel</b>	<b>Mrs. Saroja Malik</b>
<b>Nature of Resolution</b>	Appointment and Re-appointment Non executive Independent Director	Re-appointment as Director who retires by rotation
<b>Date of Birth</b>	July 12, 1964	September 28, 1937
<b>Date of appointment</b>	December 24, 2019	August 17, 2000
<b>Director Identification Number</b>	03051315	00400421
<b>Qualifications</b>	B.E.(E&C), 1985, Dharwad, Karnataka University	B.Com., LL.B.
<b>Expertise in specific functional areas</b>	Project Management, System implementation for mid-sized fast growing organisations, creating business processes and services departments in diversified businesses	Legal compliance, Income Tax and Customs Regulations
<b>Brief Profile</b>	Professional and Strategic Leader with more than 3 decades of experience, most of which has been with setting up of green-field and brown-field projects. Possessing project conceptualisation, implementation and roll-out strategy for business processes, systems processes, systems, change management and business contingency plans and processes in multiple business domains including Realty, Automotive, Logistics, Telecom, IT, Retail, Plastics and Agriculture Industry.	Mrs. Saroja Malik is the promoter of the Company and is associated with the company since its inception. She is a Law Graduate and has more than 30 years exhaustive experience. She associated in administration, legal compliance, and tax related issues of the Company.
<b>Other Companies in which they are Director excluding Directorship in Private and companies under Section 8 of the Companies Act, 2013</b>	<ol style="list-style-type: none"> <li>Aspect Management Services Private Limited</li> <li>Aspectech International Development Research Foundation (section 8)</li> <li>GI Engineering Solutions Limited</li> </ol>	<ol style="list-style-type: none"> <li>GI Engineering Solutions Limited.</li> <li>Ventura Guaranty Limited</li> <li>Valeo Nutra Private Limited</li> </ol>
<b>Chairman / Member of Committees of Genesys International Corporation Limited</b>	-	<b>Chairman:</b> NIL  <b>Member:</b> <ol style="list-style-type: none"> <li>Stakeholder Relationship Committee</li> <li>Executive Committee</li> </ol>
<b>Chairman / Member of Committees of Other Companies</b>	<b>GI Engineering Solutions Limited</b> <b>Member:-</b> Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee	<b>GI Engineering Solutions Limited</b> <b>Chairman:</b> Stakeholder Relationship Committee  <b>Member:-</b> Audit Committee Nomination and Remuneration Committee

# GENESYS INTERNATIONAL CORPORATION LIMITED

<b>Number of Equity Shares held in the Company</b>	NIL	37,48,033 equity shares and joint holding with Mr. Sajid Malik 2,800 equity shares
<b>Non – executive Director remuneration drawn during the FY 2019 – 20</b>	₹ 0.03 Lakhs (sitting fees)	₹ 34.50 Lakhs
<b>Details of proposed Remuneration of non-executive director</b>	Sitting fees and commission as may be approved by the Board of Directors in accordance with applicable provisions of law.	-
<b>Relationship between Directors</b>	Not related to any other Director, Manager and Key Managerial Personnel.	-