



**GENESYS INTERNATIONAL CORPORATION LIMITED**  
**Registered Office:** 73A, SDF-III, SEEPZ, ANDHERI (EAST), MUMBAI-400 096  
**Website:** [www.igenesys.com](http://www.igenesys.com); Email: [investors@igenesys.com](mailto:investors@igenesys.com)  
**Telephone:** 91 22 4488 4488; Facsimile: 91 22 2829 0603  
**CIN:** L65990MH1983PLC029197

**NOTICE OF POSTAL BALLOT**  
**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)**

Dear Member(s),

Notice is hereby given to the Members of Genesys International Corporation Limited (**"the Company"**) pursuant to Sections 108 and 110 of the Companies Act, 2013 (**"Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"Listing Regulations"**) and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means (**"remote e-voting"**).

The Board of Directors of the Company ('the Board'), at its meeting held on October 26, 2021, has approved the appointment of M/s MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) as Statutory Auditors of the Company in casual vacancy created by the resignation of M/s G.K Choksi & Co., Chartered Accountants (Firm Registration No. 125442W), former auditor as envisaged by section 139(8) of the Companies Act, 2013 which says that the casual vacancy caused by the resignation of auditor can only be filled up by the Company after taking consent of the members.

The Board of Directors of the Company ('the Board'), at its meeting held on December 04, 2021, has approved the adoption of the new set of Article of Association ("AOA") in substitution of existing AOA of the Company in conformity with the provisions of the Companies Act, 2013.

In terms of the MCA Circulars viz. General Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020 and General Circular No. 22/2020 dated 15th June 2020, in view of the COVID-19 pandemic the Company is pleased to provide e-voting facility to all its Members to cast their votes electronically, instead of filling and dispatching the postal ballot form. Postal Ballot Notice is being sent by email to all its shareholders who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system.

The Explanatory Statement pursuant to Section 102 of the Companies Act setting out material facts and the reasons for the Resolution is annexed hereto.

The Board of Directors has appointed Mr. Sanam Umbargikar (M. No. A26141, C. P. No.9394) Partner of DSM & Associates, Company Secretaries in Practice as the Scrutinizer ('Scrutinizer') for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Sunday, 12<sup>th</sup> December, 2021 and ends at 5.00 p.m. (IST) on Monday, 10<sup>th</sup> January, 2022. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of

the scrutiny. The results of the postal ballot shall be announced within 2 working days of the end of e-voting period and shall be communicated to the stock exchange and also be displayed on the Company's website [www.igenesys.com](http://www.igenesys.com).

## **RESOLUTIONS:**

### **1. Appointment of M/s. MSKA & Associates, Chartered Accountants, as Statutory Auditors of the Company to fill up casual vacancy, caused due to resignation of M/s G. K Choksi & Co., Chartered Accountants.**

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as an **Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and upon recommendation of the Audit Committee, M/s. MSKA & Associates, Chartered Accountants, (FRN 105047W) be and is hereby appointed as Statutory Auditors of the Company w.e.f October 26, 2021, until the conclusion of the next Annual General Meeting of the Company to fill up the causal vacancy caused by the resignation of M/s G. K Choksi & Co., Chartered Accountants on such remuneration as may be decided by Board of Directors in consultation with Auditors in addition to taxes and re-imburement for out of pocket expenses incurred by the Auditors on audit.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution."

### **2. Adoption of new set of Articles of Association of the Company**

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as a **Special Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 5, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), and subject to necessary approval(s), if any, from the competent authorities, the existing Articles of Association of the Company be and is hereby altered, substituted with the new set of Articles of Association and be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion, substitution and supersession of the existing Articles of Association of the Company

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution."

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

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

Registered Office: - 73-A, SDF III, SEEPZ Andheri (E)  
Mumbai 400 096 Maharashtra India  
Place: Mumbai  
Date: 4<sup>th</sup> December, 2021

## NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 of the Act setting out all material facts and reasons for the proposed Resolutions is annexed hereto and forms part of this notice.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company / Depositories as on Friday, 3rd December, 2021, and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, can get the same registered as follows:
  - i. Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register/ update the same by making an application to the Company by email to and/ or [investor@bigshareonline.com](mailto:investor@bigshareonline.com) and / or [investors@igenesys.com](mailto:investors@igenesys.com) along with their details such as Full Name (including name of the joint holder(s), if any), Folio Number, Certificate number(s), mobile number and also attach an image of self- attested copy of share certificate (both sides) and PAN Card (of all joint holders) in PDF or JPEG format.
  - ii. Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories.
3. As per the relevant MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the applicable relevant Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Ltd. (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice is also available for download on the website of the Company at [www.igenesys.com](http://www.igenesys.com), the e-voting portal i.e. [www.evotingindia.com](http://www.evotingindia.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. .
6. Relevant documents referred to in this Postal Ballot Notice and the Statement shall be available for inspection by the shareholders at registered office of the Company on any working days (except Saturdays, Sundays and National Holidays) between 10.00 am to 4.00 pm upto Monday, 10th January, 2022. Shareholders willing to inspect such documents can send an e-mail to [investors@igenesys.com](mailto:investors@igenesys.com)
7. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (collectively referred to as "Depositories") as on Friday, 3rd December, 2021. All Members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a Member as on the cut-off date shall treat this notice for information purpose only.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 3rd December, 2021, being the cut-off date fixed for the purpose.

9. The voting period will commence from 9.00 a.m. (IST) on Sunday 12<sup>th</sup> December, 2021 and end at 5.00 p.m. (IST) on Monday 10<sup>th</sup> January, 2022. The e-voting module shall be disabled by CDSL for voting thereafter.
10. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the e-voting by Postal Ballot will be declared by placing the same along with the Scrutiniser's report on the Company's website i.e [www.igenesys.com](http://www.igenesys.com) will also be communicated to the stock exchanges. The Resolutions, if passed by requisite majority shall be deemed to have been passed on 10<sup>th</sup> January, 2022 being the last date specified by the Company for e-voting.
11. The details of the process and manner for e-voting are explained herein below:

**I. Login method for e-voting for Individual shareholders holding securities in demat mode**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / website of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by</li> </ol>

	<p>providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

- a) Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
- b) Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

## **II. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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.</li> </ul>

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for **Genesys International Corporation Limited** to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) 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.

### **III. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- 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)
- 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.
- 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.
- 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [sanam.u@dsmcs.in](mailto:sanam.u@dsmcs.in) & [investors@igenesys.com](mailto:investors@igenesys.com) respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **IV. Process for those shareholders whose Email/ Mobile number are not registered with the Company/Depositories.**

1. For Physical shareholders- 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 email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, 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.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No.1**

M/s. G. K Choksi & Co., Chartered Accountant was appointed statutory auditor of the Company by the members at their AGM held on 26th September, 2019 for a period of 5 years to hold office from the conclusion of 37th AGM until the conclusion of 42nd AGM of the Company to be held in calendar year 2024.

M/s. G. K Choksi & Co has resigned from the office of Statutory Auditor vide their letter dated 26th October 2021 before completion of its term citing reasons as “due to the Company’s changing business and customer profile along with investors and business stakeholders, there is a need to have an audit firm with resources across geographies to best service the Company's requirement”. There is no other reason for their resignation. The resignation of M/s. G. K Choksi & Co has caused a casual vacancy in the office of Statutory Auditors as envisaged by section 139(8) of the Companies Act, 2013 and casual vacancy so caused by the resignation of auditors can only be filled up by the Company after taking consent of the members.

M/s. G. K Choksi & Co., Chartered Accountant has issued their limited review reports on the Company’s results for the quarter and half-year ended September 30, 2021. Their intention to step down as Statutory Auditors of the Company was received by letter on October 26, 2021 and was duly placed before the Audit Committee and Board of Directors of the Company at their meetings held on October 26, 2021 and M/s. G. K Choksi & Co., Chartered Accountant have confirmed to the Chairman of the Audit Committee that there were no reasons for resigning other than as stated above.

Consequent to the casual vacancy the Board of Directors, on the basis of recommendation of Audit Committee, has in its meeting held on 26<sup>th</sup> October 2021 appointed subject to approval of members, M/s. MSKA & Associates, Chartered Accountants, (Firm Registration Number 105047W) Mumbai, as the



Statutory Auditors of the Company to hold office upto the conclusion of next Annual General Meeting of the Company. M/s MSKA & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if approved and made by the members, would be within the limits prescribed under the Companies Act, 2013.

M/s MSKA & Associates, Chartered Accountants, (Firm Registration Number 105047W), ("the Audit Firm"), is a firm of Chartered Accountants registered with Institute of Chartered Accountants of India (ICAI) It's head office is at Mumbai and nine (9) branches in Pune, Bengaluru, Hyderabad, Gurgaon, Kolkata, Goa, Kochi, Chennai and Ahmedabad. It provides Audit and Assurance, Tax and Consultancy Services.

The Board of Directors recommends Ordinary Resolution set out at Item No. 1 for approval by the shareholders of the Company.

None of the Directors / Key Managerial Personnel and their relatives is in any way, concerned or interested in the said resolution.

### **Item No. 2**

The existing Articles of Association ("AOA") was adopted by the Company at the time of its incorporation is based on the provisions of the erstwhile Companies Act, 1956 which has been repealed and the Ministry of Corporate Affairs (MCA) has notified most of the sections of Companies Act, 2013 (the Act), which replaces the provisions of the Companies Act, 1956.

In order to bring the existing AOA of the Company in line with the provisions of the Act, the Company is required to carry out numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company the draft whereof is available for inspection at the registered office of the Company (new Articles) in substitution of and to the exclusion of the existing AOA, In the new Articles, the Company has provided definitions of terminologies used, simplified certain articles by providing reference to the Act and the Rules framed thereunder to avoid repetition in its entirety, retained certain articles which were applicable to the Company specifically under the existing AOA of the Company.

The new set of Articles of Association has been restructured and aligned with the provisions of the Act and other applicable laws.

Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for alteration of AOA by adoption of new AOA in substitution of existing AOA.

The above proposal is in the best interest of the Company. The Board proposes and recommends Special Resolution set out at the Item no. 2 for approval by the shareholder of the Company.

None of the Directors / Key Managerial Personnel and their relatives is in any way, concerned or interested in the said resolution.

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

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

Registered Office: - 73-A, SDF III, SEEPZ Andheri (E)  
Mumbai 400 096 Maharashtra India  
Place: Mumbai  
Date: 4<sup>th</sup> December, 2021