

GENESYS INTERNATIONAL CORPORATION LIMITED

Regd. Office: 73-A, SDF III, SEEPZ, Andheri (E), Mumbai - 400 096, India

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Website: www.igenesys.com, Email: investors@igenesys.com

CIN: L65990MH1983PLC029197

June 23, 2020

BSE Limited Corporate Relationship Department P.J. Towers, Dalal Street, Fort, Mumbai - 400 001	National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051
Scrip Code : 506109	Symbol : GENESYS

Sub.: Annual Secretarial Compliance Report for the Financial Year 2019-20 under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are enclosing herewith the Annual Secretarial Compliance Report issued by M/s Roy Jacob & Co., Company Secretaries for the Financial Year 2019-20.

Please take the above on your records.

Thanking you,

Yours faithfully,

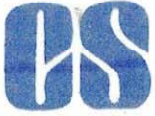
For **Genesys International Corporation Limited**



Vineet Chopra

Vice President - Legal & Company Secretary

Encl.: As above.



Secretarial Compliance Report
of
GENESYS INTERNATIONAL CORPORATION LIMITED
For the year ended 31/03/2020

We, Roy Jacob & Co, Company Secretaries, having our office at 207, Anjani Complex, Periera Hill Road off Andheri-Kurla Road, Nr. WEH Metro Station, Andheri-East, Mumbai-400099 have examined:

- (a) all the documents and records made available to us and explanation provided by **GENESYS INTERNATIONAL CORPORATION LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31/03/2020 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;





- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	SEBI (LODR) Regulations, 2015, Regulation 17(1), Composition of Board of directors	Independent Director ceased as Independent and the new Independent Director appointed in next Board meeting within 3 months.	Complied with the Regulation. However the Company is disputing the existence of non-compliance itself.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:





Sr. No	Action taken by	Details of violation	Details of action taken e.g. Fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Stock Exchanges	Independent Director ceased as Independent and the new Independent Director appointed in next Board meeting within 3 months.	Both the exchanges had imposed penalty	Part of the penalty amount paid under protest. The Company had made its representation before the exchanges in this regard.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observation mad in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the action taken by the listed entity
1	NA	NA	NA	NA

For Roy Jacob & Co.
Company Secretaries



Roy Jacob

Proprietor

(C.P. No.8220), (FCS No.9017)

UDIN: F009017B000366847

P.R No.686/2020

Date: 23/06/2020

Place: Mumbai