

March 18, 2024

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

Dear Sirs,

Sub: Consolidated Voting Results along with Scrutinizer's Report on the meeting of the secured and unsecured creditors of the Company held on March 16, 2024.

Ref: Scheme of Amalgamation between Virtual World Spatial Technologies Private Limited (VWSTPL) (Transferor Company) the wholly owned subsidiary of the company with Genesys International Corporation Ltd (GICL) (Transferee Company) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

We would like to inform that pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai vide Order dated July 14, 2023 as rectified vide orders dated January 05, 2024 and February 07, 2024, the meetings of the secured and unsecured creditors of the Company was held on Saturday, March 16 2024, at 11.30 a.m. IST and at 1.30 am. I.S.T. respectively through Video Conferencing/Other Audio Visual Means, for the purpose of considering and approving the Scheme of Amalgamation between VWSTPL the wholly owned subsidiary with GICL.

Please note that the resolution contained in the Notice of the meeting of secured and unsecured creditors of the Company has been passed with requisite majority as per Scrutinizer's Report attached as Annexure I and Annexure II, respectively.

Kindly take the above on your record.

Thanking you,
Yours faithfully,

for **Genesys International Corporation Limited**

Vineet Chopra
Company Secretary & Compliance Officer



SCRUTINIZER'S REPORT

[Pursuant to the directions of the National Company Law Tribunal, Mumbai bench vide its order dated 14th day of July, 2023 as rectified by the orders dated 5th day of January, 2024 and 7th day of February, 2024]

To,

Mr. Sushil Kumar Agarwal

Chairperson

(appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the meeting of **Secured Creditors** of Genesys International Corporation Limited)

Sub: Report of the Scrutinizer on the remote e-voting and e-voting at the meeting of Secured Creditors of GENESYS INTERNATIONAL CORPORATION LIMITED ("Company") convened pursuant to order dated 14th day of July, 2023 as rectified by the Orders dated 5th day of January, 2024 and 7th day of February, 2024 of the National Company Law Tribunal, Mumbai Bench on Saturday, March 16, 2024 at 11.30 a.m. IST through video conferencing (VC) / Other Audio-Visual Means ("OAVM")

Dear Sir,

The Hon'ble National Company Law Tribunal, Mumbai Bench ("**Tribunal**"), vide order dated 14th day of July, 2023, and as rectified by the orders dated 5th day of January, 2024 and 7th day of February in Company Scheme Application No. CA(CAA)/40/MB/2023 ("**Orders**"), has *inter alia* directed GENESYS INTERNATIONAL CORPORATION LIMITED (the "**Company**") to convene and hold a meeting of the Secured Creditors of the Company ("**Secured Creditors**") for the purpose of considering and approving the Scheme of Amalgamation amongst the Company and Virtual World Spatial Technologies Private Limited (VWSTPL), and their respective shareholders (the "**Scheme**") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**the Act**") through Video Conferencing ("**VC**") and/or any other audio-visual means. ("**OAVM**").

As per the directions in the said Orders and in terms of the notice of the meeting of Secured Creditors dated February, 15, 2024 ("**Notice**"), the meeting of the Secured Creditors was convened and held on Saturday, March 16, 2024 at 11:30 a.m. IST through VC / OAVM (the "**Meeting**").

As directed by the Hon'ble Tribunal, the Company had provided the Secured Creditors, the facility to vote on the resolution using an electronic voting system (i) remotely, before the Meeting, during the period specified in the Notice ("**remote e-voting**"); and (ii) at the Meeting ("**e-voting at the meeting**").

I, Ashish O. Lalpuria, Practising Company Secretary (Membership No. FCS-9381 and CP No.-11155) have been appointed as Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting at the meeting on the proposed resolution contained in the Notice.

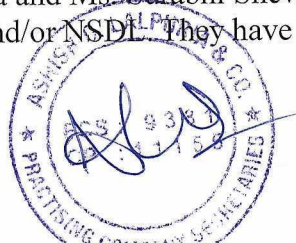


As the Scrutinizer, I have to scrutinize the process of e-voting and issue by report on:

- (i) remote e-voting; and
- (ii) e-voting at the Meeting.

I present the Scrutinizer's report as follows:

1. The management of the Company and the Chairman of the Meeting are responsible to ensure compliance with the requirements of (i) the Act and the rules made thereunder and (ii) the Orders. The management of the Company is also responsible for ensuring a secure framework and robustness of the electronic voting systems.
2. My responsibility as a Scrutinizer for e-voting process (i.e. remote e-voting and e-voting at the meeting) is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" and those votes which were declared "invalid" with respect to the resolution contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), engaged by the Company as its authorised agency to provide facility for remote e-voting and e-voting at the meeting, and information / papers / documents furnished to me electronically by the Company and/or NSDL for my verification.
3. The Secured Creditors as on the cut-off date, as specified in the Notice, i.e., December 31, 2023 ("cut-off date") were entitled to vote on the resolution as set out in the Notice and their voting rights were in proportion to the amount of the outstanding value of debt as on the cut-off date.
4. The Notice, together with the documents accompanying the same, including the explanatory statement and the Scheme, was sent through email to the Secured Creditors whose names were registered with the Company as on the cut-off date.
5. As directed by the said Orders, the Company had published advertisements of the Notice in English newspaper viz. Business Standard (Mumbai Edition) and in Marathi newspaper viz. Navshakti (Mumbai Edition) on Friday 16th February 2024 both having wide circulation in Mumbai and in the State of Maharashtra.
6. The remote e-voting, in accordance with the rules framed under the Act commenced on Friday, March 1, 2024 at 9:00 a.m. (IST) (Server Time) and ended on Friday, March 15, 2024 at 5:00 p.m. (IST) (Server Time) and thereafter the remote e-voting module was disabled and blocked by NSDL.
7. In accordance with the rules framed under the Act, the facility of e-voting was also provided to the Secured Creditors who were present at the Meeting.
8. After the time fixed for closing of the e-voting at the meeting by the Chairperson, the electronic system recording the e-voting at the Meeting and remote e-voting was locked by NSDL. The e-votes cast through e-voting at the meeting and remote e-voting were unblocked on March 16, 2024 after the conclusion of the Meeting in the presence of two witnesses Ms. Priyanka Sharma and Ms. Surabhi Shewaramani neither of whom are in the employment of the Company and/or NSDL. They have signed herein below in confirmation



of the same. The report on votes cast through e-voting at the Meeting and remote e-voting was generated from the website of NSDL: <https://www.evoting.nsdl.com>. The votes cast through e-voting at the meeting and remote e-voting were diligently scrutinized. The e-voting details were reconciled with the records maintained by the Company and the authorizations lodged with the Company. Details inter alia, the list of Secured Creditors who voted "in favour" or "against" the resolution were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com>. Based on the report generated by NSDL and relied upon by me, the data relating to e-voting at the Meeting and remote e-voting was scrutinized.

9. The resolution as set out in the Notice is reproduced below: -

"RESOLVED THAT pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Mumbai ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by Hon'ble NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation between Virtual World Spatial Technologies Private Limited (VWSTPL) ('Transferor Company') with Genesys International Corporation 5 Limited ("the Transferee Company") and their respective shareholders ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and / or making such adjustments in the books of accounts, transfer / vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter what so ever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are



necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and /or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection there with and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme.”

10. The consolidated results of remote e-voting and e-voting during the meeting by the Secured Creditors scrutinized and relied upon by me, are as under:

(i) Voted **in favour** of the resolution

Mode of Voting	Number of Secured Creditors	Value of Secured Debt (Rs.)	% of Value of Secured Debt Present and Voting
Remote E-voting	10	40,65,93,629.24	100
E-voting	-	-	-
Total	10	40,65,93,629.24	100

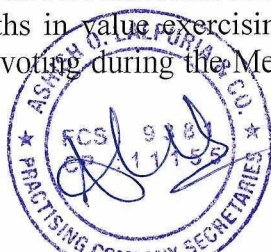
(ii) Voted **against** the resolution:

Mode of Voting	Number of Secured Creditors	Value of Secured Debt (Rs.)	% of Value of Secured Debt Present and Voting
Remote E-voting	-	-	-
E-voting	-	-	-
Total	-	-	-

(iii) Invalid /Abstain votes

Mode of Voting	Number of Secured Creditors	Value of Secured Debt (Rs.)	% of Value of Secured Debt Present and Voting
Remote E-voting	-	-	-
E-voting	-	-	-
Total	-	-	-

11. Based on the above, I confirm that the resolution has been passed with a majority of Secured Creditors representing three-fourths in value exercising voting rights in favour through remote e-voting and by way of e-voting during the Meeting as required under (i) the Act



and relevant rules thereunder, (ii) relevant circulars issued by SEBI and (iii) the Orders. The resolution is deemed to be passed with effect on 16th March, 2024.

12. The list of Secured Creditors who voted "FOR", "AGAINST" and all other relevant electronic records relating to remote e-voting and e-voting have been emailed to your good self and the physical copies thereof have been handed over to Mr. VINEET CHOPRA, Company Secretary of the Company for safekeeping.

Thanking you,
Yours faithfully,

**For Ashish O. Lalpuria & Co.
Practising Company Secretaries**



Ashish O. Lalpuria

(Proprietor)

FCS No.:9381

CP No: 11155

Scrutinizer for Remote E-voting and

E-voting at the Meeting

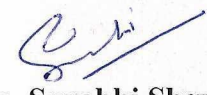
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Signature of Witnesses



1. Ms. Priyanka Sharma




2. Ms. Surabhi Shewaramani

Place: 16/03/2024

Date: Mumbai

Countersigned by



Sushil Kumar Agarwal
Chairperson appointed by Hon'ble
Tribunal for the Secured Creditors
Meeting

Place: *Mumbai*
Date: *18/3/2024*



SCRUTINIZER'S REPORT

[Pursuant to the directions of the National Company Law Tribunal, Mumbai bench vide its order dated 14th day of July, 2023 as rectified by the orders dated 5th day of January, 2024 and 7th day of February, 2024]

To,

Mr. Sushil Kumar Agarwal

Chairperson

(appointed by the National Company Law Tribunal, Mumbai Bench for the meeting of Unsecured Creditors of GENESYS INTERNATIONAL CORPORATION LIMITED)

Sub: Report of the Scrutinizer on the remote e-voting and e-voting at the meeting of Unsecured Creditors of GENESYS INTERNATIONAL CORPORATION LIMITED ("Company") convened pursuant to order dated 14th day of July, 2023 as rectified by the orders dated 5th day of January, 2024 and 7th day of February, 2024 of the National Company Law Tribunal, Mumbai Bench on Saturday, March 16, 2024 at [1:30 p.m. IST] through video conferencing (VC) / Other Audio-Visual Means ("OAVM")

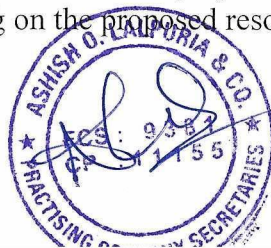
Dear Sir,

The Hon'ble National Company Law Tribunal, Mumbai Bench ("**Tribunal**"), vide Order 14th July 2023 as rectified vide order dated 5th day of January, 2024 and 7th day of February, 2024 in Company Scheme Application No. CA(CAA)/40/MB/2023 ("**Order**"), has *inter alia* directed GENESYS INTERNATIONAL CORPORATION LIMITED (the "**Company**") to convene and hold a meeting of the unsecured creditors of the Company ("**Unsecured Creditors**") for the purpose of considering and, if thought fit, to approve the Scheme of Amalgamation amongst the Company and Virtual World Spatial Technologies Private Limited (VWSTPL), and their respective shareholders (the "**Scheme**") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**the Act**") through Video Conferencing ("**VC**") and/or any other audio-visual means. ("**OAVM**").

As per the directions in the said Orders and in terms of the notice of the meeting of Unsecured Creditors dated February, 15, 2024 ("**Notice**"), the meeting of the Unsecured Creditors was convened and held on Saturday, March 16, 2024 at [01:30 p.m. IST] through VC / OAVM (the "**Meeting**").

As directed by the Hon'ble Tribunal, the Company had provided the Unsecured Creditors, the facility to vote on the resolution using an electronic voting system (i) remotely, before the Meeting, during the period specified in the Notice ("**remote e-voting**"); and (ii) at the Meeting ("**e-voting at the meeting**").

I, Ashish O. Lalpuria, Practicing Company Secretary (Membership No. FCS-9381 and CP No.-11155) have been appointed as Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting at the meeting on the proposed resolution contained in the Notice.

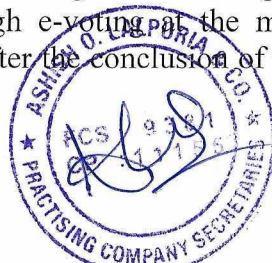


As the Scrutinizer, I have to scrutinize the process of e-voting and issue my report on:-

- (i) remote e-voting; and
- (ii) e-voting at the Meeting.

I present the Scrutinizer's report as follows:

1. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the rules made thereunder and (ii) the Order. The management of the Company is also responsible for ensuring a secure framework and robustness of the electronic voting systems.
2. My responsibility as a Scrutinizer for e-voting process (i.e. remote e-voting and e-voting at the meeting) is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" and those votes which were declared "invalid" with respect to the resolution contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), engaged by the Company as its authorised agency to provide facility for remote e-voting and e-voting at the meeting, and information papers / documents furnished to me electronically by the Company and/or NSDL for my verification.
3. The Unsecured Creditors as on the cut-off date, as specified in the Notice, i.e., December 31, 2023 ("**cut-off date**") were entitled to vote on the resolution as set out in the Notice and their voting rights were in proportion to the amount of the outstanding value of debt as on the cut-off date.
4. The Notice, together with the documents accompanying the same, including the explanatory statement and the Scheme, was sent through email (whose email addresses are available with the Company) /speed post(whose email address are not available with the Company -) to the Unsecured Creditors whose names were registered with the Company as on the cut-off date.
5. As directed by the said Orders, the Company had published advertisements of the Notice in English newspaper viz. Business Standard (Mumbai Edition) and in Marathi newspaper viz. Navshakti (Mumbai Edition) on Friday 16th February, 2024 both having wide circulation in Mumbai in the State of Maharashtra.
6. The remote e-voting, in accordance with the rules framed under the Act commenced on Friday, March 1, 2024 at 9:00 a.m.(IST) (Server Time) and ended on Friday, March 15, 2024 at 5:00 p.m.(IST) (Server Time) and thereafter the remote e-voting module was disabled and blocked by NSDL.
7. In accordance with the rules framed under the Act, the facility of e-voting was also provided to the Unsecured Creditors who were present at the Meeting.
8. After the time fixed for closing of the e-voting at the meeting by the Chairperson, the electronic system recording the e-voting at the Meeting and remote e-voting was locked by NSDL. The e-votes cast through e-voting at the meeting and remote e-voting were unblocked on March 16, 2024 after the conclusion of the Meeting in the presence of two

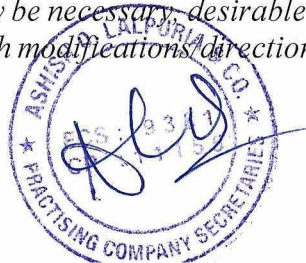


witnesses Ms. Priyanka Sharma and Surabhi Shewaramani neither of whom are in the employment of the Company and/or NSDL. They have signed herein below in confirmation of the same. The report on votes cast through e-voting at the Meeting and remote e-voting was generated from the website of NSDL: <https://www.evoting.nsdl.com>. The votes cast through e-voting at the meeting and remote e-voting were diligently scrutinized. The e-voting details were reconciled with the records maintained by the Company and the authorizations lodged with the Company. Details inter alia, the list of Unsecured Creditors who voted "in favour" or "against" the resolution were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com>. Based on the report generated by NSDL and relied upon by me, the data relating to e-voting at the Meeting and remote e-voting was scrutinized.

9. The resolution as set out in the Notice is reproduced below:-

"RESOLVED THAT pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Mumbai ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by Hon'ble NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation between Virtual World Spatial Technologies Private Limited (VWSTPL) ("Transferor Company") with Genesys International Corporation Limited ("the Transferee Company") and their respective shareholders ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and / or making such adjustments in the books of accounts, transfer /vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter what so ever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed



and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and /or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection there with and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme.”

10. The consolidated results of remote e-voting and e-voting during the meeting by the Unsecured Creditors scrutinized and relied upon by me, are as under:

(i) Voted **in favour** of the resolution

Mode of Voting	Number of Unsecured Creditors	Value of Unsecured Debt (Rs.)	% of Value of Unsecured Debt Present and Voting
Remote E-voting	24	20,87,30,725.51	90.41
E-voting	1	2,21,33,760.52	9.59
Total	25	23,08,64,486.03	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of Unsecured Creditors	Value of Unsecured Debt (Rs.)	% of Value of Unsecured Debt Present and Voting
Remote E-voting	-	-	-
E-voting	-	-	-
Total	-	-	-

(iii) Invalid /Abstain votes

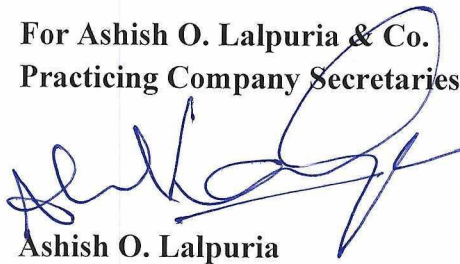
Mode of Voting	Number of Unsecured Creditors	Value of Unsecured Debt (Rs.)	% of Value of Unsecured Debt Present and Voting
Remote E-voting	-	-	-
E-voting	-	-	-
Total	-	-	-



11. Based on the above, I confirm that the resolution has been passed with a majority of unsecured creditors representing three-fourths in value exercising voting rights in favour through remote e-voting and by way of e-voting during the Meeting as required under (i) the Act and relevant rules thereunder, (ii) relevant circulars issued by SEBI and (iii) the Order. The resolution is deemed to be passed with effect from March 16, 2024.
12. The list of Unsecured Creditors who voted "FOR", "AGAINST" and all other relevant electronic records relating to remote e-voting and e-voting have been emailed to your good self and the physical copies thereof have been handed over to Mr. Vineet Chopra, Company Secretary of the Company for safekeeping.

Thanking you,
Yours faithfully,

For Ashish O. Lalpuria & Co.
Practicing Company Secretaries



Ashish O. Lalpuria

(Proprietor)

FCS No.:9381

CP No: 11155

Scrutinizer for Remote E-voting and
E-voting at the Meeting

UDIN: F009381E003593709

Date: 16/03/2024

Place: Mumbai



Signature of Witnesses




1. Ms. Priyanka Sharma



2. Ms. Surabhi Shewaramani

Countersigned by



Sushil Kumar Agarwal
Chairperson appointed by Hon'ble
Tribunal for the Unsecured Creditors
Meeting

Place:

Mumbai

Date:

18/3/2024