



GENESYS INTERNATIONAL CORPORATION LIMITED

Corporate Identification No (CIN): - L65990MH1983PLC029197

Registered Office: - 73-A SDF III SEEPZ ANDHERI EAST MUMBAI 400096 MAHARASHTRA, INDIA

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NOTICE FOR EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting ("EOGM") of the members of Genesys International Corporation Limited ("Company") will be held on Saturday, the 31st day of July, 2021, at 2.30 p.m. IST, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), for which purpose the Registered office of the Company shall be deemed as the venue and the proceedings of the EOGM shall be deemed to be made thereat, to transact the following business

SPECIAL BUSINESS

ITEM NO. 1: RAISING OF FUNDS THROUGH ISSUE OF COMPULSORILY CONVERTIBLE DEBENTURES (CCDS) CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE NON-PROMOTER - PUBLIC CATEGORY FOR CASH

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

RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and 71 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable Rules under Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "**SEBI (LODR) Regulations**") and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "**SEBI (ICDR) Regulations**"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "**SEBI Takeover Regulations**"), Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2019 and Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of

Security by a Person Resident Outside India) Regulations, 2017, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2019 etc. and other foreign exchange regulation provisions in India as may be applicable and subject to necessary approvals, permissions, sanctions and consents as may be required, or any regulatory and other appropriate authorities (including but not limited to the SEBI , the Government of India, RBI, MCA etc.) if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "**Board**", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, upto 15,00,000 (Fifteen Lacs) 11% Unsecured Compulsorily Convertible Debentures ("**CCDs**") for cash of Face Value of Rs.122/- per CCD at par, or such higher price which shall not be less than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, convertible into upto 15,00,000 (Fifteen Lacs) Equity Shares at a conversion price of Rs. 122/- per Equity Share having face value of Rs. 5/- (Rupees five only) each and a securities premium of Rs. 117/- (Rupees one hundred and seventeen only) per share in one or more tranches to Florintree Innovation LLP ("**the Proposed Allottee**") under Non-Promoter category (Public) by way of a Preferential Allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT the "Relevant date" for this proposed issue of CCDs as per Chapter V of the SEBI (ICDR) Regulations and other applicable provisions under the Companies Act, 2013 for determination of the applicable price of CCDs is Thursday the 1st July, 2021, being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting i.e. Saturday, the 31st day of July, 2021

RESOLVED FURTHER THAT issue of CCDs shall be subject to following terms and conditions:

- i. The Board is authorized to issue and allot upto 15,00,000 (Fifteen Lacs) CCDs of Face Value of Rs.122/- per CCD at par aggregating upto Rs. 18,30,00,000/- (Rupees Eighteen Crores Thirty Lacs only), or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holder of CCDs to subscribe upto 15,00,000 (Fifteen Lacs) Equity Shares at a conversion price of Rs. 122/- per Equity Share having face value of Rs. 5/- (Rupees five only) and a security premium of Rs. 117 (Rupees one hundred and seventeen only) per Equity Share of the Company against each CCDs.
- ii. The Proposed Allottee of CCDs shall, on or before the date of allotment, pay an amount equivalent to 100% of the price fixed per CCD in terms of the SEBI (ICDR) Regulations.
- iii. The CCDs shall be unsecured and unlisted.

- iv. The simple interest of 11% per annum shall be payable on CCDs at the time of conversion of CCDs into equity shares for the period commencing from date of allotment till the date of conversion of CCDs into Equity shares
- v. The consideration for allotment of CCDs shall be paid to the Company by the Proposed Allottee from its bank accounts;
- vi. Allotment of CCDs and equity shares arising out of conversion of CCDs shall only be made in dematerialized form.
- vii. The tenure of the CCDs shall be 12 months from the date of allotment and shall be convertible into Equity Shares of the Company without any further approval of the shareholders prior to or at the time of conversion.
- viii. The CCDs by itself until conversion and allotment of equity shares does not give to the holder any rights including voting rights similar to the shareholders of the company.
- ix. The CCDs shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said CCDs is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited (BSE) and / or National Stock Exchange of India Limited (NSE) and/or SEBI, MCA or the Government of India), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval(s).
- x. The equity shares arising out of conversion of CCDs shall be listed on the stock exchanges viz. BSE and NSE where the existing equity shares of the Company are listed and it shall rank pari passu with the existing Equity Shares of the Company in all respects and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- xi. In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the CCDs, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the CCDs shall be adjusted accordingly, subject to such approvals as may be required.
- xii. The CCDs and Equity shares arising on conversion shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the monies to be received by the Company from the Investor towards application for subscription of the CCDs pursuant to this Preferential Issue shall be

kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment or conversion of the aforesaid CCDs, listing thereof with stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue/ offer, allotment and conversion of any of the CCDs, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they 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 authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any CCDs or as may be necessary in accordance with the terms of the offer, and all such equity shares shall rank *pari passu* with the then existing equity shares of the Company in all respects including dividend;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairperson or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/Sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

ITEM NO. 2: RAISING OF FUNDS THROUGH ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE NON-PROMOTER - PUBLIC CATEGORY FOR CASH

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

RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable Rules under Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "**SEBI (LODR) Regulations**") and any other

rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations"), Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2019 and Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2019 etc. and other foreign exchange regulation provisions in India as may be applicable and subject to necessary approvals, permissions, sanctions and consents as may be required, or any regulatory requirements from any other authorities (including but not limited to the SEBI, the Government of India, RBI, MCA etc.) if any and all such other approvals, which may be agreed by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, upto 7,50,000 (Seven Lakhs Fifty Thousand) convertible warrants (Warrants) at a price of Rs.122/- per warrant to Ms. Elizabeth Mathew (the "Proposed Allottee") under Non Promoter category (Public), at a conversion price of Rs. 122/- per Equity Share, each convertible into 1 (One) Equity Share of the face value of Rs. 5/- (Rupees five only) each fully paid up and a security premium of Rs. 117/- (Rupees one hundred and seventeen only) per share or such higher price which shall not be less than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, within a period of 18 months from the date of allotment of the Warrants, in one or more tranches by way of Preferential Allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT the "Relevant date" for this proposed issue of Warrants as per Chapter V of the SEBI (ICDR) Regulations and other applicable provisions under the Companies Act, 2013 for determination of the applicable price of warrants is Thursday the 1st July, 2021, being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting i.e. Saturday, the 31st day of July, 2021

RESOLVED FURTHER THAT:

- i. The Board is authorized to issue and allot upto 7,50,000 (Seven Lakhs Fifty Thousand) warrants at a price of Rs. 122/- per warrant aggregating upto Rs. 9,15,00,000/- (Rupees Nine Crores Fifteen Lacss only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holder to exercise and apply for 7,50,000 Equity Share of the face value of Rs.5/- (Rupees Five only) each at a

securities premium of Rs. 117/- (Rupees One Hundred Seventeen only) per Equity share of the Company against each warrant.

- ii. Each Warrant held by the Proposed Allottee shall entitle her to apply for and obtain allotment of 1 (One) Equity Share of the face value of 5/- (Rs. five only) at a security premium of Rs.117/- per share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.
- iii. The Proposed Warrant Allottee shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holder at the time of exercising the Warrants.
- iv. The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from her bank accounts;
- v. Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.
- vi. In the event the Warrant holder does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.
- vii. The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.
- viii. Upon receipt of the consideration against Warrants, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 5/- towards equity share capital and Rs.117/- towards securities premium.
- ix. The Warrants by itself, until conversion and allotment of equity shares, does not give to the holder thereof any right including voting rights similar to the shareholders of the company.
- x. The Warrants shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Warrants is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and / or National Stock Exchange of India Limited and/or SEBI, MCA or the Government of India), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval(s).

- xi. The equity shares arising out of conversion of warrants shall be listed on the stock exchange viz. BSE Limited and National Stock Exchange of India Limited where the existing equity shares of the Company are listed.
- xii. In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- xiii. The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the non-promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottee towards application for subscription of the Warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment or conversion of the aforesaid warrants, listing thereof with stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue/ offer, allotment and conversion of any of the aforesaid warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they 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 authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *pari passu* with the then existing equity shares of the Company in all respects including dividend;

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairperson or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/Sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

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

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

Registered Office: - 73-A, SDF III, SEEPZ Andheri (E)
Mumbai 400 096 Maharashtra India
CIN: - L65990MH1983PLC029197
Website: - www.igenesys.com

Place: Mumbai
Dated: 6th July, 2021

NOTES:

1. In view of the ongoing COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this EOGM is being convened to be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. The deemed venue for the EOGM shall be the Registered Office of the Company at 73-A, SDF III, Seepz Andheri (E) Mumbai 400 096, Maharashtra, India
2. The Members can join the EOGM through VC/OAVM 15 minutes before the scheduled time of the commencement of the Meeting and during the EOGM by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to at least 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, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.

3. Since the EOGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. Attendance of members attending EOGM through VC/ OAVM will be reckoned for the purpose of ascertaining the quorum for the EOGM as per section 103 of the Companies Act, 2013 .
5. Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the -Company/ list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) /Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) in respect of such joint holding will be entitled to vote.
6. GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EOGM IS BEING HELD THROUGH VC / OAVM PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE EOGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
7. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, Representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EOGM through VC/ OAVM and cast their votes through e-voting. Institutional / Corporate Members intending to appoint Authorized Representative to attend and vote on their behalf at the EOGM are required to send a scanned copy (PDF/JPG format) of its Board or Governing body resolution /authorization letter etc. authorizing its representative to attend the EOGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the EOGM. The said resolution / authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to sanam.u@dsmcs.in or upload on the VC portal / e-voting portal i.e. www.evotingindia.com .
8. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the business to be transacted at the EOGM is annexed hereto.
9. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Saturday, the 24th July, 2021. Members shall have one vote for every one fully paid share of the Company held by them as on the cut-off date. Members can vote for their entire voting rights as per their discretion.
10. Pursuant to the MCA Circulars, the Notice of the EOGM is being sent only by electronic mode

to those Members whose e-mail addresses are registered with the Company / Depositories. Copy of the Notice of the EOGM is also available for download on the website of the Company at www.igenesys.com, the e-voting portal i.e. 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 and www.nseindia.com respectively.

11. Members who have not registered their email addresses with the Company/ RTA or their Depositories for receiving all communication (including Notice and Annual Report) from the Company electronically 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 and / or 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.
12. Members will be able to attend EOGM on 31st July, 2021 through VC/ OAVM by logging on to the evoting website of CDSL at www.evotingindia.com by using their e-voting login credentials. On this webpage, click on the tab SHAREHOLDERS / MEMBERS, the Video Conferencing/ webcast link would be available.
13. Members who would like to express their views/ ask questions during the EOGM may register themselves as a speaker by sending their request, mentioning the name, Demat account number/folio number, email id, mobile number, at investors@igenesys.com at least seven day before the EOGM. Members who do not wish to speak during the EOGM but have queries may send their queries, mentioning the name, securities demat account number/folio number, email id, mobile number to investors@igenesys.com .
14. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the EOGM for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the EOGM.
15. Members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
16. The Members who have cast their vote by remote e-voting prior to the EOGM may also

attend/participate in the EOGM through VC / OAVM but shall not be entitled to cast their vote again.

17. ATTENDING EOGM THROUGH VC/OAVM AND VOTING THROUGH ELECTRONIC MEANS:

- i. In accordance with sub-regulation (1) and (2) of regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 ('the Rules'), the Company is pleased to provide facility to its members, to cast their vote electronically for all the resolutions proposed at the EOGM of the Company. The Company has appointed Central Depository Services (India) Ltd. (CDSL) to provide e-voting facility and to enable the Members to attend the EOGM through VC/OAVM.
- ii. The voting right of members shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i. e. 24th July, 2021.
- iii. Mr. Sanam Umbargikar Partner, (M. No. A26141, C. P. No.9394) failing which Mr. Madar Palav (M. No. A27695, C. P. No. 13006) Partners of DSM & Associates, Company Secretaries in Practice, have been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the voting during the EOGM by electronic mode and remote e-voting process in a fair and transparent manner. They have communicated their willingness to be appointed as such and will be available for the said purpose.

18. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The remote e-voting period begins on Tuesday, 27th July, 2021 at 9:00 a.m. (IST) and ends on Friday, 30th July, 2021 at 5:00 p.m. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th July, 2021 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The facility for e-voting shall also be made available at the meeting through VC or OAVM and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**,

under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (v) In order to increase the efficiency of the voting process, the Company has facilitated e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (vi) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (vii) Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 & voting during the</p>

	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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 NSDL</p>	<p>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: https://eservices.nsd.com 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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</p>

	<p>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 & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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 & 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

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

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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for Genesys International Corporation Limited to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) **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 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.
 - 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 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 & 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EOGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EOGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EOGM but have queries may

send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id).

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EOGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EOGM
10. If any Votes are cast by the shareholders through the e-voting available during the EOGM 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. 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 attending EOGM & e-Voting from the CDSL e-Voting System, you can write an email to 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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

19. The Scrutinizer shall, after the conclusion of voting at the EOGM, count the valid e-votes cast at the EOGM, thereafter, count the valid votes cast through remote e-voting and make, not later than 48 hours of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him.
19. The results along with the Scrutinizer's Report shall be placed on the Notice Board of the Company at Registered Office & Corporate Office and also on Company's website www.igenesys.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN and Bank Account details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN and Bank Account details along with a self-certified copy of PAN and a cancelled cheque/ passbook copy to the Registrar and Share Transfer Agent / Company. Kindly note that in compliance with the SEBI circular No. SEBI/ HO/MIRSD/DOP1/CIR/P/2018/13 dated 20th April 2018, any transaction involving shares in respect of which PAN/Bank Account details are not registered with the Company shall be subject to enhanced supervision by the Company/Registrar and Share Transfer Agent, which may result in avoidable processing delay.

Place: - Mumbai

Dated: - 6th July, 2021

Registered Office: -

73-A SDF III SEEPZ ANDHERI (E)
Mumbai 400 096, Maharashtra, India
CIN:- L65990MH1983PLC029197
Website:- www.igenesys.com

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

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

ANNEXURE TO NOTICE

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

Item No.1

- A. In terms of section 102 of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 6th July, 2021.**

The Board of Directors in its meeting held on Tuesday, the 6th day of July, 2021, have approved issuance of upto 15,00,000 11% Unsecured Compulsorily Convertible Debentures (CCDs) convertible into upto 15,00,000 Equity Shares for cash on preferential basis to the Investor (non-promoter / Public Category) which shall be convertible into Equity Shares of the Company at the end of 12 (Twelve) months from the date of allotment.

The Equity Shares allotted on conversion of CCDs shall rank *pari- passu* in all respects including dividend with the existing Equity Shares of the Company.

The preferential allotment of Securities to investor who is non-promoter would be in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 and the following parameters would be subject to such changes as may be required to conform to the SEBI (ICDR) Regulations, 2018.

The Equity shares arising out of conversion of the CCDs to be allotted to investor who is non - promoter / investor - Public Category, pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

- B. The details of the issue and other particulars as required in terms of Regulation 163 (1) of SEBI (ICDR) Regulations, 2018 in relation to the resolution for the proposed preferential issue are given as under:**

- (i) The Objects of the Preferential Issue:**

Subject to the applicable law, the funds to be raised from the proposed issue of CCDs will be utilized for a combination of part funding of the capital expenditure, support growth plans of the Company, working capital requirements, investments and general corporate purposes to pursue the main object of the company as stated in its Memorandum of Association (MOA).

(ii) **Maximum number of specified securities issued:**

Upto 15,00,000 (Fifteen Lakhs) CCDs at a Face Value of Rs.122/- per CCD at par aggregating upto Rs. 18,30,00,000/- (Rupees Eighteen Crores Thirty Lacs only), or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holder of CCDs to subscribe upto 15,00,000 (fifteen Lakhs) Equity Shares at conversion price of Rs. 122/- having face value of Rs. 5/- (Rupees Five only) and a securities premium of Rs. 117/- (Rupees one hundred and seventeen only) per Equity share of the Company against each CCDs.

(iii) **The intention of the promoters / Directors / key management persons to subscribe to the Preferential Issue:**

None of the promoters / directors / key managerial person intends to subscribe to the Preferential Issue of CCDs.

(iv) **Pricing of Securities and basis on which the price has been arrived at :**

The issue of Equity Shares on preferential basis to the non-Promoter of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

In terms of SEBI (ICDR) Regulations, 2018, the price per Equity Share for frequently traded shares shall not be lower than the price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 which is higher of the following:

- a. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty-Six weeks preceding the Relevant Date; or
- b. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Two weeks preceding the Relevant Date.

The Equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited (NSE) and frequently traded in accordance with SEBI (ICDR) Regulations.

The provisions in Chapter V of the SEBI (ICDR) Regulations prescribe the minimum price at which the Preferential Issue may be made. For the purpose of computation of the minimum specified price per Equity Share, the National Stock Exchange of India Limited (NSE) has the higher trading volume and the minimum specified price is Rs. 121.24 (Rupees one hundred twenty-one and paise twenty-four only) per Equity Share and the price at which the Preferential Issue is being made (as determined in accordance with the SEBI (ICDR) Regulations is Rs, 122/- (Rupees one hundred and

twenty-two only) per CCDs which has been higher than the minimum specified price per Equity Share

(v) **Relevant Date:**

The relevant date for the purpose of issue of CCDs as per Chapter V of the SEBI (ICDR) Regulations, 2018, for the purpose of determination of the applicable price of equity shares is Thursday the 1st July, 2021 being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting (EOGM) i.e. Saturday, the 31st day of July, 2021.

(vi) **Terms of Issue of CCDs to Proposed Allottee who is non-promoter:**

- a) The Board is authorized to issue and allot upto 15,00,000 (Fifteen Lakhs) CCDs at a Face Value of Rs.122/- per CCD at par aggregating upto Rs. 18,30,00,000/- (Rupees Eighteen Crores Thirty Lakhs only), or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holder of CCDs to subscribe upto 15,00,000 (fifteen Lakhs) Equity Shares at a conversion price of Rs. 122/- per Equity Share having face value of Rs. 5/- (Rupees five only) and a security premium of Rs. 117/- (Rupees one hundred and seventeen only) per Equity share of the Company against each CCDs.
- b) The Proposed Allottee of CCDs shall, on or before the date of allotment, pay an amount equivalent to 100% of the price fixed per CCDs in terms of the SEBI (ICDR) Regulations.
- c) The CCDs shall be unsecured and unlisted.
- d) The simple interest of 11% per annum. shall be payable on CCDs at the time of conversion of CCDs into equity shares for the period commencing from date of allotment till the date of conversion of CCDs into Equity shares
- e) The consideration for allotment of CCDs shall be paid to the Company by the Proposed Allottee from its bank accounts;
- f) Allotment of CCDs and equity shares arising out of conversion of CCDs shall only be made in dematerialized form.
- g) The tenure of the CCDs shall be 12 months from the date of allotment and shall be convertible into Equity Shares of the Company without any further approval of the shareholders prior to or at the time of conversion.
- h) The CCDs by itself until conversion and allotment of equity shares does not give to the holder any rights including voting rights similar to the shareholders of the company.
- i) The CCDs shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said CCDs is pending on

account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and / or National Stock Exchange of India Limited (NSE) and/or SEBI, MCA or the Government of India), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval(s).

- j) The equity shares arising out of conversion of CCDs shall be listed on the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited where the existing equity shares of the Company are listed and it shall rank pari passu with the existing Equity Shares of the Company in all respects and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- k) In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the CCDs, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the CCDs shall be adjusted accordingly, subject to such approvals as may be required.
- l) The CCDs and Equity shares arising on conversion shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations.

(vii) Particulars of Subscriber to CCDs

The Company proposes to issue CCDs by way of preferential issue to the Non-Promoter - Public category for cash as per the details given herein below:

Name of the Proposed subscriber	Pre-Preferential Issue		Post Preferential Issue			
	Category - Non-Promoter	No. of Shares held	% Of Holding	New Allotment No. of CCDs issued	No of shares held (*)	% of Holding (*)
Florintree Innovation LLP		0	0	15,00,000	15,00,000	4.48
Total		0	0	15,00,000	15,00,000	4.48

(*) Assuming full conversion of CCDs and Warrants into Equity shares issued through this Notice.

- (viii) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them:**

Name of the LLP (I)	Name of the Partners and Who are Ultimate Beneficial Owners (II)	% of Pre and Post Preferential issue Capital Holding (Equity Shares only after conversion) (III)
Florintree Innovation LLP - Category - Non-Promoter	Mr. Mathew Cyriac and Mr. Gautham Madhavan both being designated partners	Pre-shareholding - NIL Post shareholding 4.48 %*

* Assuming full conversion of CCDs and Warrants into Equity shares issued through this Notice.

Notes: - 1. There will be no change in the control of the Company consequent to the said issue

2. The governance and decision making with respect to the shares held by the shareholder is with Mr. Mathew Cyriac and Mr. Gautham Madhavan

(ix) **Shareholding Pattern Pre and Post Preferential Issue:** Please refer *Annexure I*

(x) **Change in Management:**

The issue of CCDs pursuant to the said resolution shall not result in any change in the management or control of the Company.

(xi) **Lock in of CCDs / Equity Shares**

The CCDs and Equity shares arising out of conversion of CCDs to be allotted to the non-promoter on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

(xii) **Proposed time within which the allotment shall be completed: -**

As required under the SEBI (ICDR) Regulations, 2018, the CCDs shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said CCDs is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and / or National Stock Exchange of India Limited and/or SEBI, MCA or the Government of India), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(xiii) **No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:**

The Company has not made any preferential allotment during the year commencing from 01st April, 2021 till the date of this Notice.

(xiv) **The Company undertakes that:**

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(xv) **Disclosure pertaining to willful defaulters:**

Neither the Company nor any of its Promoters or Directors is willful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

(xvi) **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable.

(xvii) **Listing:**

The Company will make an application to BSE and NSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of CCDs. Such Equity Shares, once allotted, shall rank *pari passu* with the then existing Equity Shares of the Company, including voting rights and dividend.

(xviii) **Auditor's certificate:**

The Certificate issued by G. K. Choksi & Co, Chartered Accountants (Firm Regn. No. 125442W), having office at 708 /709, Raheja Chambers, Free Press Journal Road, Nariman Point, Mumbai -400 021, the Statutory Auditor of the Company, certifying that the present preferential issue is being made in accordance with the requirements contained under Chapter V of the SEBI (ICDR) Regulations will be placed before the Members at the EOGM and will be kept open for inspection electronically upto the last date of EOGM i.e. Saturday, the 31st July 2021. The members desirous to inspect the same may send an email at investors@igenesys.com for inspection of the said certificate electronically during the EOGM at least 5 days in advance before the date of EOGM.

(xix) **Other disclosures / Undertaking:**

The Proposed Allottee has not sold any equity shares during the six months preceding the Relevant Date.

In terms of the provisions of Section 42, Section 62(1)(c) and 71 of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160 (b) of the

Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said CCDs issue requires prior approval of the shareholders of the Company by way of a special resolution.

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution at Item No. 1 of the accompanying Notice for the approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 1 of the Notice, except to the extent of their Shareholding, if any, in the Company.

Your directors commend the resolution for your approval as a Special Resolution.

ITEM NO. 2

- A. In terms of section 102 of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 6th July, 2021.**

The Board of Directors in its meeting held on Tuesday, the 6th day of July, 2021 approved to raise the funds required by way of issuance of warrants on the preferential basis. The Board decided to issue, offer and allot upto 7,50,000 Warrants convertible into upto 7,50,000 Equity Shares for cash on preferential basis to the non-promoter / investor (Public Category).

The Equity Shares to be allotted on exercise of option by Warrant holder pursuant to the above Resolution shall rank *pari-passu* in all respects including dividend with the existing Equity Shares of the Company.

The preferential allotment of Securities to investor who is non-promoter would be in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018. The Preferential issue would comprise of upto 7,50,000 Warrants with a right exercisable by the Warrant holder to subscribe for one Equity Share per Warrant. The holders of the Warrants shall have the option to exercise the Warrants to subscribe to Equity Shares of the Company within eighteen (18) months of its allotment.

The Equity shares arising out of exercise of right attached to the warrants to be allotted to investor who is non - promoter / investor - Public Category, pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

B. The details of the issue and other particulars as required in terms of Regulation 163 (1) of SEBI (ICDR) Regulations, 2018 in relation to the resolution for the proposed preferential issue are given as under:

(i) The Objects of the Preferential Issue:

Subject to the applicable law, the funds to be raised from the proposed issue of Warrants will be utilized for a combination of part funding of the capital expenditure for expansion, support growth plans of the Company, working capital requirements, investments and general corporate purposes and to pursue the main object of the company as stated in its Memorandum of Association (MOA).

(ii) Maximum no. of securities to be issue

Upto 7,50,000 (Seven Lakhs Fifty Thousand) warrants at a price of Rs. 122/- per warrant aggregating upto Rs. 9,15,00,000/- (Rupees Nine Crores Fifteen Lacss only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holder to exercise and apply for upto 7,50,000 Equity Share at a conversion price of Rs. 122/- having the face value of Rs. 5/- (Rupees Five only) each and at a premium of Rs. 117/- (Rupees One Hundred Seventeen only) per Equity share of the Company against each warrant

(iii) The intention of the promoters / Directors / key management persons to subscribe to the Preferential Issue:

None of the promoters / directors / key managerial person intends to subscribe to the Preferential Issue of warrants.

(iv) Pricing of Securities to be issued and basis on which the price has been arrived at:

The issue of Warrants on preferential basis to the non-Promoter of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

The Equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited (NSE) and frequently traded in accordance with SEBI ICDR Regulations.

In terms of SEBI (ICDR) Regulations, 2018, the price per Equity Share for frequently traded shares shall not be lower than the price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 which is higher of the following:

- a. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty-Six weeks preceding the Relevant Date; or

- b. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Two weeks preceding the Relevant Date.

The provisions in Chapter V of the SEBI ICDR Regulations prescribe the minimum price at which the Preferential Issue may be made. For the purpose of computation of the minimum specified price per Equity Share, the National Stock Exchange of India Limited (NSE) has the higher trading volume and the minimum specified price is Rs. 121.24 (Rupees one hundred twenty-one and paise twenty-four only) per Equity Share and the price at which the Preferential Issue is being made (as determined in accordance with the SEBI ICDR Regulations) is Rs, 122/- (Rupees one hundred and twenty-two only) per warrant which has been higher than the minimum specified price per Equity Share

(v) Relevant Date:

The relevant date for the purpose of issue of Warrants as per Chapter V of the SEBI (ICDR) Regulations, 2018, for the purpose of determination of the applicable price of equity shares is Thursday the 1st July, 2021 being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting (EOGM) i.e. Saturday, the 31st day of July, 2021, and other relevant provisions of the Companies Act, 2013, to consider the proposed issue.”

(vi) Terms of Issue of Warrants to Proposed Allottee who is a non-promoter:

- a) The Board is authorized to issue and allot upto 7,50,000 (Seven Lakhs Fifty Thousand) warrants at a price of Rs. 122/- per warrant aggregating upto Rs. 9,15,00,000/- (Rupees Nine Crores Fifteen Lakhs only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holder to exercise and apply for 7,50,000 Equity Share of the face value of Rs.5/- (Rupees Five only) each at a security premium of Rs. 117/- (Rupees One Hundred Seventeen only) per Equity share of the Company against each warrant.
- b) Each Warrant held by the Proposed Allottee shall entitle her to apply for and obtain allotment of 1 (One) Equity Share of the face value of 5/- (Rs. five only) at a security premium of Rs.117/- per share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.
- c) The proposed Warrant allottees shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holder at the time of exercising the Warrants.

- d) The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from her bank accounts;
- e) Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.
- f) In the event the Warrant holder does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.
- g) The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.
- h) Upon receipt of the consideration against warrant the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 5/- towards equity share capital and Rs.117/- towards Securities Premium.
- i) The warrant by itself, until conversion and allotment of equity shares, does not give to the holder thereof any rights including voting rights similar to the shareholders of the company.
- j) The Warrants shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said warrants is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and / or National Stock Exchange of India Limited and/or SEBI, MCA or the Government of India), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval(s).
- k) The equity shares arising out of conversion of warrants shall be listed on the stock exchange viz. BSE Limited and National Stock Exchange of India Limited where the existing equity shares of the Company are listed.
- l) In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- m) The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the non-promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

(vii) Particulars of Subscriber to Warrants

The Company proposes to issue Warrants by way of preferential issue to the Non-Promoter – Public category for cash as per the details given herein below:

Name of the Proposed subscriber	Pre-Preferential Issue		Post Preferential Issue			
	Category - Non-Promoter	No. of Shares held	% of Holding	New Allotment No. of Warrants issued	No of shares held	% of Holding (*)
Elizabeth Mathew		0	0	7,50,000	7,50,000	2.24
Total		0	0	7,50,000	7,50,000	2.24

(*) Assuming full conversion of Warrants and CCDs into Equity shares issued through this Notice.

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them: **Not Applicable**

(viii) Shareholding Pattern Pre and Post Preferential Issue: Please refer Annexure I

(ix) Change in Management:

The issue of Warrants pursuant to the said resolution shall not result in any change in the management or control of the Company.

(x) Lock in of Warrants / Equity Shares

The Warrants and Equity shares arising out of conversion of warrants into Equity shares to be allotted to the non-promoter on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

(xi) Proposed time within which the allotment shall be completed: -

As required under the SEBI (ICDR) Regulations, 2018, the Warrants shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Warrants is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and / or National Stock Exchange of India Limited and/or SEBI, MCA or the Government of India), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(xii) No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:

The Company has not made any preferential allotment during the year commencing from 01st April, 2021 till the date of this Notice.

(xiii) The Company undertakes that:

- a. It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.
- b. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(xiv) Disclosure pertaining to willful defaulters:

Neither the Company nor any of its Promoters or Directors is wilful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

(xv) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.

(xvi) Listing:

The Company will make an application to BSE and NSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, including voting rights and dividend.

(xvii) Auditor's Certificate:

The Certificate issued by M/s G. K. Choksi & Co, Chartered Accountants (Firm Regn. No. 125442W), having office at 708 /709, Raheja Chambers, Free Press Journal Road, Nariman Point, Mumbai -400 021, the Statutory Auditor of the Company, certifying that the present preferential issue is being made in accordance with the requirements contained under Chapter V of the SEBI (ICDR) Regulations will be placed before the Members at the EOGM and will be kept open for inspection electronically upto the last date of EOGM i.e. Saturday, the 31st July 2021. The members desirous to inspect the same may send an email at investors@igenesys.com for inspection of the said certificate electronically during the EOGM at least 5 days in advance before the date of EOGM.

(xviii) Other Undertaking:

The Proposed Allottee has not sold any equity shares during the six months preceding the Relevant Date.

In terms of the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules,

2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160(b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended , Chapter V of ICDR Regulations the said warrants issue requires prior approval of the shareholders of the Company by way of a special resolution.

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution(s) at Item No. 2 of the accompanying Notice for the approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 2 of the Notice, except to the extent of their Shareholding, if any, in the Company.

Your directors commend the resolution for your approval as a Special Resolution.

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

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

Place: - Mumbai

Dated: - 6th July, 2021

Registered Office: - 73-A SDF III SEEPZ ANDHERI EAST
MUMBAI 400096 MAHARASHTRA INDIA

CIN: - L65990MH1983PLC029197

Website: - www.igenesys.com

Annexure I

Shareholding Pattern Pre and Post Preferential Issue:

Table	A		B	
Category of Shareholders	Pre- issue % of Holding		Post issue % of Holding (*)	
	Total No. of Shares	% of Total Voting Rights	Total No. of shares (*)	% of Total Voting Rights
Promoters/Promoters' Group	1,49,90,902	48.01	1,49,90,902	44.78
Sub- Total (A)	1,49,90,902	48.01	1,49,90,902	44.78
Non promoters				
Mutual Funds	2,300	0.01	2,300	0.01
Foreign Portfolio Investors	10,37,027	3.32	10,37,027	3.10
Foreign Institutional Investors	9,83,452	3.15	9,83,452	2.94
Bodies Corporate	11,39,489	3.65	11,39,489	3.40
Non-Resident Indians / Overseas Corporate bodies	2,42,071	0.78	2,42,071	0.72
Individual - Public	94,33,583	30.20	94,33,583	28.19
Directors and their Relatives	22,87,967	7.33	22,87,967	6.83
Hindu Undivided Family (HUF)	7,69,653	2.46	7,69,653	2.30
Investors Education and Protection Fund (IEPF)	33,407	0.11	33,407	0.10
Trust	4,000	0.01	4,000	0.01
Others - Clearing Members	3,01,861	0.97	3,01,861	0.90
Proposed Allottee (CCD) (Public Category)	0	0	15,00,000	4.48
Proposed Allottee (Warrants) (Public category)	0	0	7,50,000	2.24

Sub-total (B)	1,62,34,810	51.99	1,84,84,810	55.22
Total (A+B)	3,12,25,712	100.00	3,34,75,712	100.00

(* Assuming full conversion of CCDs and Warrants into Equity shares issued through this Notice.

Notes: -

- i. Above pre- issue shareholding pattern is as on 30th June 2021
- ii. Above shareholding pattern doesn't include 10,00,000 ESOPs granted to eligible employees of the Company pursuant to the ESOP Scheme 2020 and 21800 ESOPs granted under ESOP 2010 Scheme.