



GENESYS INTERNATIONAL CORPORATION LIMITED

Corporate Identification No (CIN): - L65990MH1983PLC029197

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

Tel. No. 91 22 2829 0303 / 91 22 4488 4488 **Fax No.** 91 22 2829 0603

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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 9th day of July, 2022, 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 EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE FOREIGN PORTFOLIO INVESTOR - 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 Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (hereinafter referred to as the ‘Act’), in accordance with the provisions of the Memorandum and Articles of Association of Genesys International Corporation Limited (‘the Company’), and pursuant to the provisions under the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the ‘SEBI (ICDR) Regulations’), the regulations issued by the Securities and Exchange Board of India (‘SEBI’), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the ‘Listing 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 , the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof (“FEMA”), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time (“FDI Policy”) and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India (“GOI”),

Ministry of Finance (Department of Economic Affairs) (“MoF”), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), the BSE Limited, the National Stock Exchange of India Limited (collectively the ‘Stock Exchanges’), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under 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 8,69,565 (Eight Lakhs Sixty Nine Thousand Five Hundred Sixty Five) equity shares of the face value of Rs. 5/- (Rupees Five) each fully paid up, on a preferential basis to Malabar India Fund Limited at a price of Rs. 460/- (Rupees Four Hundred Sixty only) per equity share [i.e. including a premium of Rs.455/- (Rupees Four Hundred Fifty Five only) per equity share, or such higher price which shall not be less than the price determined in accordance with Regulation 164 (4) of Chapter V (Preferential Issue) of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the equity shares of the Company being offered, issued and allotted to the Proposed Allottee by way of preferential allotment shall, *inter-alia*, be subject to the following:

- a. 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the equity shares;
- b. The equity shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration;
- c. The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottee from its respective bank accounts;
- d. The equity shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, provided that, if any approval or permission by any regulatory authority / Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of last of such approval(s);
- e. The equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws;
- f. The equity shares to be offered, issued and allotted shall rank *pari passu* with the existing equity shares of the Company in all respects including the dividend and voting rights, if any;
- g. The “Relevant Date” for this offer, issue and allotment of the Equity Shares by way of a preferential issue, as per Chapter V of the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Thursday the 9th June, 2022 being the date

which is 30 (Thirty) days prior to the date of this Extraordinary General Meeting;

- h. The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations; and
- i. The equity shares so offered, issued and allotted will be listed on BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

“RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottees towards application for subscription of the equity shares 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 Act”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to the Investor, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, making applications to the stock exchanges for obtaining in- principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

ITEM NO. 2:

RAISING OF FUNDS THROUGH ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE INDIVIDUAL INVESTORS - 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 Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share

Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (hereinafter referred to as the 'Act'), in accordance with the provisions of the Memorandum and Articles of Association of Genesys International Corporation Limited ('the Company'), and pursuant to the provisions under the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the 'SEBI (ICDR) Regulations'), the regulations issued by the Securities and Exchange Board of India ('SEBI'), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the 'Listing 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 , the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited, the National Stock Exchange of India Limited (collectively the 'Stock Exchanges'), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under 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 29,79,975 (Twenty Nine Lakhs Seventy Nine Thousand Nine Hundred Seventy Five) equity shares of the face value of Rs. 5/- (Rupees Five) each fully paid up, on a preferential basis to the following Proposed allottees at a price of Rs. 470/- (Rupees Four Hundred Seventy only) per equity share [i.e. including a premium of Rs.465/- (Rupees Four Hundred Sixty Five only) per equity share, or such higher price which shall not be less than the price determined in accordance with Regulation 164 (1) of Chapter V (Preferential Issue) of the SEBI (ICDR) Regulations.

Sr.	Proposed Allottees	No. of Equity Shares	Amount in Rs. Crore
1	Mr. Sundar Iyer	6,38,295	30.00
2	Mr. Ashish Nanda	9,82,975	46.20
3	Mr. Kamlesh N Shah	6,38,295	30.00
4	Ms. Sanjana Gupta Nanda	2,94,890	13.86
5	Mr. Vijay Mohan Karnani	1,06,380	5.00
6	Mr. Inder Soni	1,06,380	5.00
7	Ms. Abhinaya Chakravarthi	1,06,380	5.00
8	Mr. Mathew Cyriac	1,06,380	5.00
	Total	29,79,975	140.06

RESOLVED FURTHER THAT the equity shares of the Company being offered, issued and

allotted to the Proposed Allottee by way of preferential allotment shall, *inter-alia*, be subject to the following:

- a) 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the equity shares;
- b) The equity shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration;
- c) The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottee from their respective bank accounts;
- d) The equity shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, provided that, if any approval or permission by any regulatory authority / Stock Exchanges/ the Government of India for allotment is pending, the period of 15 days shall be counted from the date of receipt of last of such approval(s);
- e) The equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws;
- f) The equity shares to be offered, issued and allotted shall rank *pari passu* with the existing equity shares of the Company in all respects including the dividend and voting rights, if any;
- g) The "Relevant Date" for this offer, issue and allotment of the Equity Shares by way of a preferential issue, as per Chapter V of the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Thursday the 9th June, 2022 being the date which is 30 (Thirty) days prior to the date of this Extraordinary General Meeting;
- h) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations; and
- i) The equity shares so offered, issued and allotted will be listed on BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

"RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottees towards application for subscription of the equity shares 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 Act".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to the Investor, effecting any modifications,

changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, making applications to the stock exchanges for obtaining in- principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

ITEM NO. 3:

RAISING OF FUNDS THROUGH ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE FOREIGN PORTFOLIO INVESTOR - 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 Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (hereinafter referred to as the ‘Act’), in accordance with the provisions of the Memorandum and Articles of Association of Genesys International Corporation Limited (‘the Company’), the regulations issued by the Securities and Exchange Board of India (‘SEBI’), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the ‘Listing Regulations’), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI (ICDR) Regulations’), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof (‘FEMA’), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time (‘FDI Policy’) and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India (‘GOI’), Ministry of Finance (Department of Economic Affairs) (‘MoF’), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (‘MCA’), the Reserve Bank of India (‘RBI’), the Securities and Exchange Board of India (‘SEBI’), the BSE Limited, the National Stock Exchange of India Limited (collectively the ‘Stock Exchanges’), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and

conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the members be and is hereby accorded to the Company to create, offer, issue and allot, upto 13,04,345 (Thirteen Lakhs Four Thousand Three Hundred Forty Five) convertible warrants (Warrants) at a price of Rs.-460/- per warrant to Malabar Fund India Limited under the Foreign Portfolio Investor, Non Promoter Public category , each convertible into 1 (One) Equity Share of the face value of Rs. 5/- (Rupees Five only) each fully paid up and a securities premium of Rs. 455/- (Rupees Four Hundred Fifty-Five only) per share or such higher price which shall not be less than the minimum specified price as per Regulation 164(4) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and such Warrants shall be convertible within a period of 18 months from the date of allotment in one or more tranches 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 9th June, 2022, being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting i.e. Saturday, the 9th day of July, 2022

RESOLVED FURTHER THAT:

- i. The Board is authorized to issue and allot upto 13,04,345(Thirteen Lakhs Four Thousand Three Hundred Forty-Five) warrants at a price of Rs. 460/- per warrant aggregating upto Rs.59,99,98,700/- (Rupees Fifty-Nine Crores Ninety-Nine Lakhs Ninety-Eight Thousand Seven Hundred 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 13,04,345 Equity Shares of the face value of Rs.5/- (Rupees Five only) each at a securities premium of Rs. 455/- (Rupees Four Hundred Fifty-Five only) per Equity share of the Company against each warrant.
- ii. Each Warrant held by the Proposed Allottee shall entitle them 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.455/- 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 their 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.455/- 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 allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission
- 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.”

ITEM NO. 4:

RAISING OF FUNDS THROUGH ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE INDIVIDUAL INVESTOR - 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 Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (hereinafter referred to as the ‘Act’), in accordance with the provisions of the Memorandum and Articles of Association of Genesys International Corporation Limited (‘the Company’), the regulations issued by the Securities and Exchange Board of India (‘SEBI’), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the ‘Listing Regulations’), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI (ICDR) Regulations’), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof (‘FEMA’), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time (‘FDI Policy’) and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and

clarifications issued/ to be issued thereon by the Government of India (“GOI”), Ministry of Finance (Department of Economic Affairs) (“MoF”), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), the BSE Limited, the National Stock Exchange of India Limited (collectively the ‘Stock Exchanges’), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the members be and is hereby accorded to the Company to create, offer, issue and allot, upto 3,19,145 (Three Lakhs Nineteen Thousand One Hundred Forty Five) convertible warrants (Warrants) at a price of Rs.470/- per warrant to the Mr. Sundar Iyer under Individual Investor, Non Promoter Public category, 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. 465/- (Rupees Four Hundred Sixty-Five only) per share or such higher price which shall not be less than the minimum specified price as per Regulation 164(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and such Warrants shall be convertible within a period of 18 months from the date of allotment, in one or more tranches 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 9th June, 2022, being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting i.e. Saturday, the 9th day of July, 2022

RESOLVED FURTHER THAT:

- i. The Board is authorized to issue and allot upto 3,19,145 (Three Lakhs Nineteen Thousand One Hundred Forty-Five) warrants at a price of Rs. 470/- per warrant aggregating upto Rs.14,99,98,150/- (Rupees Fourteen Crores Ninety-Nine Lakhs Ninety-Eight Thousand One Hundred Fifty 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 3,19,145 Equity Shares of the face value of Rs.5/- (Rupees Five only) each at a securities premium of Rs. 465/- (Rupees Four Hundred Sixty-Five only) per Equity share of the Company against each warrant.
- ii. Each Warrant held by the Proposed Allottee shall entitle them 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.465/- 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 their 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.465/- 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 allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.
- 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.”

ITEM NO. 5:

APPROVAL OF GENESYS INTERNATIONAL CORPORATION LIMITED - EMPLOYEE STOCK OPTION PLAN (GENESYS ESOP SCHEME 2022)

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”) made thereunder (including any amendment, modification, variation or re-enactment thereof) , the Memorandum and Articles of Association of the Company, the circulars and notifications issued by the Reserve Bank of India, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 (collectively referred to as “SEBI (SBEB) Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other rules, regulations and guidelines that may be issued by appropriate authorities from time to time and subject to such other approval(s), permission(s) and sanction(s) as may be necessary from time to time and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to and accepted by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Compensation Committee constituted by the Board of Directors under applicable Regulation of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 the approval and consent of the Company be and is hereby

accorded to the Board of Directors to create, issue, offer and allot equity shares and/or securities convertible into equity shares of the aggregate nominal value (including any shares allotted to employees, as defined in SEBI (SBEB) Regulations, of the company and / or subsidiary company of the Company pursuant to the resolution proposed under item no. 6 of INR 50,00,000 (Rupees Fifty Lacs only) represented by 10,00,000 (Ten Lacs) equity shares of face value INR 5/- each (or such adjusted number of equity shares as may arise after giving effect to any corporate action like split, bonus, consolidation or other re-organisation of the capital structure of the Company, as may be applicable, from time to time) to such employees of the Company whether working in India or abroad and Directors of the Company whether Whole-time Director or otherwise (hereinafter referred to as the "Employees"), as may be decided by the Board under the "GENESYS ESOP SCHEME -2022" (hereinafter referred to as "the Scheme") in terms of this resolution, at such price and on such terms and conditions and in such tranches as may be decided by the Board, in its sole and absolute discretion in accordance with the applicable provision of any law.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this resolution, which are hereby approved by the Members, or any amendment or modification thereof, the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the terms and conditions of the Scheme from time to time as it may in its sole and absolute discretion decide, subject to the conformity with the SEBI (SBEB) Regulations and the Act.

RESOLVED FURTHER THAT the equity shares allotted pursuant to this resolution shall rank *pari passu inter se* and with the existing equity shares of the Company in all respects.

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

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

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

ITEM NO.6:

TO APPROVE LOANS, INVESTMENTS, GIVING GUARANTEES OR SECURITIES IN CONNECTION WITH LOANS TO SUBSIDIARIES.

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

“RESOLVED THAT pursuant to the provisions of Section 186, 188, and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to grant loan(s) or give guarantee(s) in connection with the loan taken by subsidiary or to consolidate shareholding in subsidiaries by acquiring securities of subsidiaries being a ‘Related Party’ of the Company, in one or more tranches, for the business activities of the subsidiaries from the other related or unrelated parties on such terms and conditions as may be mutually agreed between the Company and subsidiaries up to Rs. 150 (Rupees One Hundred Fifty Crores only).

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board to invest in the Subsidiary(s), Associate(s), Related Parties, give loans to them; provide guarantees / security on their behalf, to any person or body corporate, within the aforesaid limits, from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER THAT Mr. Sajid Malik, Chairman and Managing Director be and is hereby severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party or related parties of the subsidiary, finalise the terms and conditions and execute such agreements, documents and writings, if required, and to make such filings as may be necessary, expedient and desirable, in order to give effect to this Resolution in the best interest of the Company

**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: 14th June, 2022

INSTRUCTIONS FOR EVOTING :

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, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 and 3 /2022 dated May 5, 2022 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 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 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 Wednesday, the 29th June, 2022. 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 9th July, 2022 through VC/ OAVM by logging on to the e-voting 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. Wednesday 29th June, 2022.
 - iii. Mr. Sanam Umbargikar Partner, (M. No. A26141, C. P. No.9394) Partner 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 Sunday, 3rd July, 2022 at 9:00 a.m. (IST) and ends on Friday, 8th July, 2022 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 29th June, 2022 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. Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- v. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- vi. 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.
- vii. 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.
- viii. 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.

- ix. 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	<ol style="list-style-type: none"> 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. 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 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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

	<p>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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.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.nsdl.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 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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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>	<u>Helpdesk details</u>
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

- (i) Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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. Toll free no. 1800225533.

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. Toll free no. 1800225533

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.
20. 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.

21. 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.

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

Place: - Mumbai
Dated: - 14th June, 2022
Registered Office: -
73-A SDF III SEEPZ ANDHERI (E)
Mumbai 400 096, Maharashtra, India
CIN:- L65990MH1983PLC029197
Website:- www.igenesys.com

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

Explanatory Statement pursuant to 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 setting out all the material facts relating to the special business mentioned in the accompanying notice dated 14th June, 2022.

The Board of Directors had, at its meeting held on Tuesday the 14th June, 2022, subject to the approval of the members of the Company (‘Members’) and such other approvals as may be required, approved the issue of up to 8,69,565 (Eight Lakhs Sixty Nine Thousand Five Hundred Sixty Five) Equity Shares to Malabar India Fund Limited (QIB) - the Proposed Allottee / Investor, on a preferential allotment basis, at a price as may be determined as per Regulation 164 (4) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”).

The preferential allotment of equity shares to Proposed allottee / investor, being a Foreign Portfolio Investor under Non-promoter public category 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 disclosures as required in accordance with the provisions of the Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable Regulations/ laws in relation thereto are as under:

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:

1. Objects of the Preferential Issue:

Subject to the applicable law, the funds to be raised from the proposed issue of equity shares will be utilized for a combination of part funding of the capital expenditure, support growth plans of the Company, working capital requirements, repayment of loans, investments and general corporate purposes or any combination thereof to pursue the business objects of the Company.

The issue and allotment of Shares by way of preferential allotment to the non-Promoters is by way of cash contribution

2. Number of shares and Pricing of Preferential Issue:

The Company proposes to issue up to 8,69,565 (Eight Lakhs Sixty-Nine Thousand Five Hundred Sixty-Five) equity shares of the face value of Rs. 5/- (Rupees Five) each fully paid up at Rs. 460/- (Rupees Four Hundred Sixty only) each including a premium of Rs.455/ (Rupees Four

Hundred Fifty-Five only) per share aggregating upto Rs. 39,99,99,900/- (Rupees Thirty-Nine Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred only) or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations , subject to receiving the approval of the shareholders, stock exchanges and any other statutory approvals, if required. Please refer to Para 4 below for the basis for calculating the price for the preferential issue.

3. Relevant Date:

The “Relevant Date” as per Chapter V of the SEBI (ICDR) Regulations for the determination of the minimum price for equity shares to be issued is Thursday, the 9th June, 2022, which is 30 (Thirty) days prior to the date of this Extraordinary General Meeting.

4. Basis on which the price has been arrived at:

The issue of Equity Shares on preferential basis is to the Foreign Portfolio Investor (QIB), Non - Promoter Public Category and will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Regulation 164(4) of Chapter V of SEBI (ICDR) Regulations, 2018.

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

For the purpose of computation of the issue price per equity share, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume during the preceding 90 trading days prior to the Relevant Date has been considered.

As per the provisions of Regulations 164(4) of Chapter V of the SEBI (ICDR) Regulations prescribe the minimum price at which the Preferential Issue may be made. As per the computation, the minimum specified price as determined in accordance with the Regulations 164 (4) of SEBI (ICDR) Regulations 2018 is Rs. 458.81/- (Rupees Four Hundred Fifty-Eight and paise Eighty-one only) per Equity Share and the price at which the Preferential Issue is being made is Rs.460/- (Rupees Four Hundred Sixty only) per Equity Share which has been higher than the minimum specified price per Equity Share computed in accordance with Regulation 164 (4) of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

5. The Company proposes to issue Equity Shares by way of preferential issue to the Proposed Allottees / Investors who are non-Promoters for cash as per the details given herein below:

Name of the Proposed subscriber	Pre-Preferential Issue		New Allotment	Post Preferential Issue (*)	
	No. of Shares held	% of Holding	No. of Shares	No of shares held and shares issued through this notice	% of Holding
Malabar India Fund Limited (QIB)	0	0	8,69,565	21,73,910	5.55
Total	0	0	8,69,565	21,73,910	5.55

(*) Assuming full conversion of Compulsorily Convertible Debentures (CCD), Existing Warrants and Warrants into Equity shares issued through this Notice.

6. 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 Proposed Allottee: Malabar India Fund Limited ("MIF").

MIF is a Category I Foreign Portfolio Investor, incorporated under the laws of Mauritius and the registered office is located at 4th Floor, 19 Bank Street, Cybercity, Ebene, 72201, Republic of Mauritius. The registration number of MIF under the SEBI FPI Regulations is INMUFP000214. Further, there is no natural person, whether acting alone or together, who owns 20% or more of the shares or profits in MIF. The senior managing official of MIF is Mr. Steven Leischner

In terms of proviso and explanation to Regulation 163(1)(f) of SEBI (ICDR) Regulations, no further disclosure of ultimate beneficial owners is required.

7. **Shareholding Pattern of the Company before and after the issue: Please Refer Annexure I**
8. **Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:**

None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any equity shares pursuant to this preferential issue.

9. **Proposed time within which the preferential issue shall be completed:**

The equity shares shall be issued and allotted within a period of 15 days from the date of passing of this resolution, provided that, if any approval or permission by any regulatory authority/ Stock Exchanges/ Government of India for is pending, the period of 15 days shall be counted from the date of receipt of last of such approval(s) or permission(s);

10. **Principal terms of assets charged as securities:**

Not Applicable.

11. Undertaking:

None of the Company, its directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

12. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares

13. No. of persons to whom allotment on preferential basis have 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 current financial year 2022-23.

14. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable as the proposed issue is not for consideration other than cash.

15. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

16. Certificate of Practicing Company Secretary:

The Certificate from Mr. Roy Jacob , Practicing Company Secretaries, (M.no. FCS 9017, CP No. 8220), having office at 207, Anjani Complex, Nr. WEH Metro Station Pereira Hill Road off Andheri-Kurla Road Andheri (East), Mumbai - 400099 Office/Whatsapp: 08452022225, Tel: 022 40058178 , certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: [https:// www.igenesys.com](https://www.igenesys.com) under the tab "Preferential Issue".

17. Other Disclosures:

The proposed allottees / investors, have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.

18. the percentage (%) of Post Preferential Issue Capital that may be held by the allottee and change in control, if any, consequent to the Preferential Issue:

The Investor shall hold approx. 5.55% of the post preferential issue share capital i.e. the total issued share capital of the Company (including the shares being issued pursuant to this preferential issue and the existing shares issued by the Company).

19. Current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed allottees is non-Promoter and after the proposed allotment also the status will remain non - promoter only and there will be no change in the Status of the Allottees.

20. Lock-in:

- a) The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI (ICDR) Regulations.
- b) The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI (ICDR) Regulations.

21. 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

In terms of the provisions of Section 42 and Section 62(1)(c) 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 Equity Shares issue requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and their relatives 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.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of EGM i.e. 9th July, 2022. Members seeking to inspect such documents can send an email to investors@igenesys.com.

The Board accordingly recommends the resolution set forth at Item no. 1 for approval of the members 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 setting out all the material facts relating to the special business mentioned in the accompanying notice dated 14th June, 2022.**

The Board of Directors had, at its meeting held on Tuesday the 14th June, 2022, subject to the approval of the members of the Company ("Members") and such other approvals as may be required, approved the issue of up to 29,79,975 (Twenty Nine Lakhs Seventy Nine Thousand Nine Hundred Seventy Five) Equity Shares to the Proposed Allottees / Investors, on a preferential basis, at a price as may be determined as per Regulation 164 (1) of chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

The preferential allotment of Securities to Proposed allottees / investors who are non-promoters 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 disclosures as required in accordance with the provisions of the Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable Regulations/ laws in relation thereto are as under:

- 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:**

1. Objects of the Preferential Issue:

Subject to the applicable law, the funds to be raised from the proposed issue of equity shares will be utilized for a combination of part funding of the capital expenditure, support growth plans of the Company, working capital requirements, repayment of loans, investments and general corporate purposes or any combination thereof to pursue the business objects of the Company.

The issue and allotment of Shares by way of preferential allotment to the non-Promoters is by way of cash contribution

2. Number of shares and Pricing of Preferential Issue:

The Company proposes to issue up to 29,79,975 (Twenty-Nine Lakhs Seventy-Nine Thousand Nine Hundred Seventy-Five) equity shares of the face value of Rs. 5/- (Rupees Five) each fully paid up of the Company at Rs. 470/- (Rupees Four Hundred Seventy only) each including a premium of Rs.465/ (Rupees Four Hundred Sixty-Five only) per share aggregating upto Rs. 140,05,88,250/- (Rupees One Hundred Forty Crores Five Lakhs Eighty-Eight Thousand Two Hundred Fifty only) or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations to the Proposed Allottees / Investors, subject to receiving the approval of the shareholders, stock exchanges and any other statutory approvals, if required. Please refer to Para 4 below for the basis for calculating the price for the preferential issue.

3. Relevant Date:

The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for equity shares to be issued is fixed as Thursday, the 9th June, 2022, which is 30 (Thirty) days prior to the date of this Extraordinary General Meeting.

4. Basis on which the price has been arrived at:

The issue of Equity Shares on preferential basis to the Proposed Allottees / investors who are Non - Promoters 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 Regulation 164(1) of Chapter V of SEBI (ICDR) Regulations, 2018.

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

For the purpose of computation of the issue price per equity share, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume during the preceding 90 trading days prior to the Relevant Date has been considered.

As per the provisions of Regulations 164(1) of Chapter V of the SEBI (ICDR) Regulations prescribe the minimum price at which the Preferential Issue may be made. As per the computation, the

minimum specified price as determined in accordance with the Regulations 164 (1) of SEBI (ICDR) Regulations 2018 is Rs. 469.15/- (Rupees Four Hundred Sixty-Nine and paise Fifteen only) per Equity Share and the price at which the Preferential Issue is being made is Rs.470/- (Rupees Four Hundred Seventy only) per Equity Share which has been higher than the minimum specified price per Equity Share computed in accordance with Regulation 164 (1) of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

5. The Company proposes to issue Equity Shares by way of preferential issue to the Proposed Allottees / Investors who are non-Promoters for cash as per the details given herein below:

Name of the Proposed subscriber	Pre-Preferential Issue		New Allotment	Post Preferential Issue (**)	
	No. of Shares held	% of Holding	No. of Shares	No of shares held and shares issued through this notice	% of Holding
Mr. Sunder Iyer	5,52,000	1.75	6,38,295	15,09,440	3.85
Mr. Ashish Nanda	0	0	9,82,975	9,82,975	2.51
Mr. Kamlesh N Shah	1,67,063	0.53	6,38,295	8,05,358	2.06
Mr. Vijay Mohan Karnani	4,37,689	1.39	1,06,380	5,44,069	1.39
Ms. Sanjana Gupta Nanda	0	0	2,94,890	2,94,890	0.75
Mr. Inder Soni	1,37,324	0.44	1,06,380	2,43,704	0.62
Ms. Abhinaya Chakravarthi	80,716	0.26	1,06,380	1,87,096	0.48
Mr. Mathew Cyriac	0	0	1,06,380	1,06,380	0.27
Total	13,74,792	4.09	29,79,975	46,73,912	11.93

(**) Assuming full conversion of Compulsorily Convertible Debentures (CCD), Existing Warrants and Warrants into Equity shares issued through this Notice.

6. 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

7. Shareholding Pattern of the Company before and after the issue: Please Refer Annexure I
8. Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any equity shares pursuant to this preferential issue.

9. Proposed time within which the preferential issue shall be completed:

The equity shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ Government of India for allotment is pending, the period of 15 days shall be counted from the date of receipt of such last approval(s) or permission(s);

10. Principal terms of assets charged as securities:

Not Applicable.

11. Undertaking:

None of the Company, its directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

12. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares

13. No. of persons to whom allotment on preferential basis have 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 current financial year 2022-23.

14. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable as the proposed issue is not for consideration other than cash.

15. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

16. Certificate of Practicing Company Secretary:

The Certificate from Mr. Roy Jacob , Practicing Company Secretaries, (M.no. FCS 9017, CP No. 8220), having office at 207, Anjani Complex, Nr. WEH Metro Station Pereira Hill Road off Andheri-Kurla Road Andheri (East), Mumbai - 400099 Office/Whatsapp: 08452022225, Tel: 022

40058178, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: [https:// www.igenesys.com](https://www.igenesys.com) under the tab "Preferential Issue".

17. Other Disclosures:

The proposed allottees / investors, have not sold any equity shares of the Company during the six months preceding the Relevant Date.

18. the percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The Investors shall hold approx. 11.93% of the post preferential issue share capital i.e. the total issued share capital of the Company as mentioned hereinabove (including the shares being issued pursuant to this preferential issue and the existing shares issued by the Company). There will not be a change in control of the Issuer consequent to the preferential issue

19. the current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed allottees is non-Promoter and after the proposed allotment also the status will remain non - promoter only and there will be no change in the Status of the Allottees.

20. Lock-in:

- a) The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI (ICDR) Regulations.
- b) The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI (ICDR) Regulations.

21. 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

In terms of the provisions of Section 42 and Section 62(1)(c) 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 Equity Shares issue requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and their relatives 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.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of EGM i.e. 9th July, 2022. Members seeking to inspect such documents can send an email to investors@igenesys.com.

The Board accordingly recommends the resolution set forth at Item no. 2 for approval of the members as a Special Resolution.

ITEM NO. 3

- 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 setting out all the material facts relating to the special business mentioned in the accompanying notice dated 14th June, 2022.**

The Board of Directors in its meeting held on Tuesday, the 14th June, 2022 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 13,04,345 Warrants convertible into upto 13,04,345 Equity shares for cash on preferential basis to Malabar India Fund Limited(QIB) - 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 13,04,345 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:

1. The Objects of the Preferential Issue:

Subject to the applicable law, the funds to be raised from the proposed issue of equity shares will be utilized for a combination of part funding of the capital expenditure, support growth plans of the Company, working capital requirements, repayment of loans, investments and general corporate purposes or any combination thereof to pursue the business objects of the Company.

2. Number of securities to be issued and Pricing

The Company proposes to issue up to 13,04,345 (Thirteen Lakhs Four Thousand Three Hundred Forty-Five) Warrants of the face value of Rs. 460/- (Rupees Four Hundred Sixty) per warrant aggregating upto Rs. 59,99,98,700/- (Rupees Fifty-Nine Crores Ninety-Nine Lakhs Ninety-Eight Thousand Seven Hundred only) or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations to the Proposed Allottee / Investor, which will entitle the holder to exercise and apply for upto 13,04,345 Equity Share at a conversion price of Rs. 460/- having the face value of Rs. 5/- (Rupees Five only) each and at a premium of Rs. 455/- (Rupees Four Hundred Fifty-Five only) per Equity share of the Company against each warrant subject to receiving the approval of the shareholders, stock exchanges and any other statutory approvals, if required. Please refer to Para 4 below for the basis for calculating the price for the preferential issue.

3. Relevant Date:

The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for warrants to be issued is fixed as Thursday, the 9th June, 2022 i.e. 30 (Thirty) days prior to the date of this Extraordinary General Meeting.

4. Basis on which the price has been arrived at:

The issue of warrants on preferential basis to the Proposed Allottee / investor who is 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 Regulation 164 (4) of Chapter V of SEBI (ICDR) Regulations, 2018.

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

For the purpose of computation of the issue price per warrant, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume during the preceding 90 trading days prior to the Relevant Date has been considered.

As per the provisions of Regulations 164(4) of Chapter V of the SEBI (ICDR) Regulations prescribe the minimum price at which the Preferential Issue may be made. As per the computation, the minimum specified price as determined in accordance with the SEBI (ICDR) Regulations 2018 is Rs. 458.81/- (Rupees Four Hundred Fifty-Eight and paise Eighty-one only) per Warrant and the price at which the Preferential Issue is being made is Rs.460/- (Rupees Four Hundred Sixty only) per warrant which has been higher than the minimum specified price per warrant computed in accordance with Regulation 164 (4) of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

5. 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 (*)
Malabar India Fund Limited - (QIB)	0	0	13,04,345	21,73,910	5.55
Total	0	0	13,04,345	21,73,910	5.55

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

6. 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 Proposed Allottee: Malabar India Fund Limited (“MIF”).

MIF is a Category I Foreign Portfolio Investor, incorporated under the laws of Mauritius and the registered office is located at 4th Floor, 19 Bank Street, Cybercity, Ebene, 72201, Republic of Mauritius. The registration number of MIF under the SEBI FPI Regulations is INMUFP000214. Further, there is no natural person, whether acting alone or together, who owns 20% or more of the shares or profits in MIF. The senior managing official of MIF is Mr. Steven Leischner

Notes: -

In terms of proviso to Regulation 163(1)(f) of SEBI (ICDR) Regulations, no further disclosure of ultimate beneficial owners is required.

7. Shareholding Pattern of the Company before and after the issue: Please Refer Annexure I

8. Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any warrants pursuant to this preferential issue.

9. Proposed time within which the preferential issue shall be completed:

The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;

10. Principal terms of assets charged as securities:

Not Applicable.

11. 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.

12. Terms of Issue of Warrants to Proposed Allottee who is a non-promoter:

- a) The Board is authorized to issue and allot upto 13,04,345 (Thirteen Lakhs Four Thousand Three Hundred Forty-Five) warrants at a price of Rs. 460/- per warrant aggregating upto Rs.59,99,98,700/- (Rupees Fifty-Nine Crores Ninety-Nine Lakhs Ninety-Eight Thousand Seven Hundred only), or such higher price which shall not be less than the minimum specified price as per Regulations 164 (4) of the SEBI (ICDR) Regulations, which will entitle the holder to exercise and apply for 13,04,345 Equity Shares of the face value of Rs.5/- (Rupees Five only) each at a security premium of Rs. 455/- (Rupees Four Hundred Fifty-Five 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 securities premium of Rs.455/- 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 their 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.455/- 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 allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission
- 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.

13. Undertaking:

None of the Company, its directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

14. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the warrants

15. No. of persons to whom allotment on preferential basis have 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 current financial year 2022-23.

16. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable as the proposed issue is not for consideration other than cash.

17. 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.

18. Certificate of Practicing Company Secretary:

The Certificate from Mr. Roy Jacob , Practicing Company Secretaries, (M.no. FCS 9017, CP No. 8220), having office at 207, Anjani Complex, Nr. WEH Metro Station Pereira Hill Road off Andheri-Kurla Road Andheri (East), Mumbai – 400099 Office/Whatsapp: 08452022225, Tel: 022 40058178, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: [https:// www.igenesys.com](https://www.igenesys.com) under the tab "Preferential Issue".

19. Other Disclosures:

The proposed allottee / investor, have not sold any equity shares of the Company during the six months preceding the Relevant Date.

20. the percentage (%) of Post Preferential Issue Capital that may be held by the allottee and change in control, if any, consequent to the Preferential Issue:

The Investor shall hold approx. 5.55% of the post preferential issue share capital i.e. the total issued share capital of the Company (including the shares being issued pursuant to this preferential issue and the existing shares issued by the Company). There will not be a change in control of the Issuer consequent to the preferential issue

21. the current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed allottees is non-Promoter and after the proposed allotment also the status will remain non - promoter only and there will be no change in the Status of the Allottee.

22. Lock-in:

- a. 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.
- b. The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI (ICDR) Regulations.

23. 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

In terms of the provisions of Section 42 and Section 62(1)(c) 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 Warrant issue requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do

not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the Warrant on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and their relatives 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. 3 of the Notice, except to the extent of their Shareholding, if any, in the Company.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of EGM i.e. 9th July, 2022. Members seeking to inspect such documents can send an email to investors@igenesys.com.

The Board accordingly recommends the resolution set forth at Item no. 3 for approval of the members as a Special Resolution.

ITEM NO. 4

- 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 setting out all the material facts relating to the special business mentioned in the accompanying notice dated 14th June, 2022.**

The Board of Directors in its meeting held on Tuesday, the 14th June, 2022 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 3,19,145 Warrants convertible into upto 3,19,145 Equity Shares for cash on preferential basis to Mr. Sundar Iyer - 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 3,19,145 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:

1. The Objects of the Preferential Issue:

Subject to the applicable law, the funds to be raised from the proposed issue of equity shares will be utilized for a combination of part funding of the capital expenditure, support growth plans of the Company, working capital requirements, repayment of loans, investments and general corporate purposes or any combination thereof to pursue the business objects of the Company.

The issue and allotment of Shares by way of preferential allotment to the non-Promoters is by way of cash contribution

2. Number of securities to be issued and Pricing

The Company proposes to issue up to 3,19,145 (Three Lakhs Nineteen Thousand One Hundred Forty-Five) Warrants of the face value of Rs. 470/- (Rupees Four Hundred Seventy) per warrant aggregating upto Rs. 14,99,98,150/- (Rupees Fourteen Crores Ninety-Nine Lakhs Ninety-Eight Thousand One Hundred Fifty only) or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations to the Proposed Allottee / Investor, which will entitle the holder to exercise and apply for upto 3,19,145 Equity Shares at a conversion price of Rs. 470/- having the face value of Rs. 5/- (Rupees Five only) each and at a premium of Rs. 465/- (Rupees Four Hundred Sixty Five only) per Equity share of the Company against each warrant subject to receiving the approval of the shareholders, stock exchanges and any other statutory approvals, if required. Please refer to Para 4 below for the basis for calculating the price for the preferential issue.

3. Relevant Date:

The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for warrants to be issued is fixed as Thursday, the 9th June, 2022, which is 30 (Thirty) days prior to the date of this Extraordinary General Meeting.

4. Basis on which the price has been arrived at:

The issue of warrants on preferential basis to the Proposed Allottees / investors who are 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 Regulation 164 (1) of Chapter V of SEBI (ICDR) Regulations, 2018.

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

For the purpose of computation of the issue price per warrant, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume during the preceding 90 trading days prior to the Relevant Date has been considered.

As per the provisions of Regulations 164(1) of Chapter V of the SEBI (ICDR) Regulations prescribe the minimum price at which the Preferential Issue may be made. As per the computation, the minimum specified price as determined in accordance with the SEBI (ICDR) Regulations 2018 is Rs. 469.15/- (Rupees Four Hundred Sixty Nine and paise Fifteen only) per Warrant and the price at which the Preferential Issue is being made is Rs.470/- (Rupees Four Hundred Seventy only) per warrant which has been higher than the minimum specified price per warrant computed in accordance with Regulation 164 (1) of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

5. 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
Mr. Sundar Iyer		5,52,000	1.75	3,19,145	15,09,440	3.85
Total		5,52,000	1.75	3,19,145	15,09,440	3.85

(*) Assuming full conversion of Compulsorily Convertible Debentures (CCD), Existing Warrants and Warrants into Equity shares issued through this Notice.

6. 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

7. Shareholding Pattern of the Company before and after the issue: Please Refer Annexure I

8. Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any warrants pursuant to this preferential issue.

9. Proposed time within which the preferential issue shall be completed:

The warrants shall be allotted within a period of 15 days from the date of passing of this

resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;

10. Principal terms of assets charged as securities:

Not Applicable.

11. 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.

12. Terms of Issue of Warrants to Proposed Allottee who is a non-promoter:

- a) The Board is authorized to issue and allot upto 3,19,145 (Three Lakhs Nineteen Thousand One Hundred Forty-Five) warrants at a price of Rs. 470/- per warrant aggregating upto Rs.14,99,98,150/- (Rupees Fourteen Crores Ninety-Nine Lakhs Ninety-Eight Thousand One Hundred Fifty only), or such higher price which shall not be less than the minimum specified price as per Regulations 164 (1) of the SEBI (ICDR) Regulations, which will entitle the holder to exercise and apply for 3,19,145 Equity Shares of the face value of Rs.5/- (Rupees Five only) each at a security premium of Rs. 465/- (Rupees Four Hundred Sixty - Five 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.465/- 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 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.
- d) The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from his 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.465/- 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 allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission
- 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.

13. Undertaking:

None of the Company, its directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

14. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the warrants

15. No. of persons to whom allotment on preferential basis have 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 current financial year 2022-23.

16. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable as the proposed issue is not for consideration other than cash.

17. 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.

18. Certificate of Practicing Company Secretary:

The Certificate from Mr. Roy Jacob , Practicing Company Secretaries, (M.no. FCS 9017, CP No. 8220), having office at 207, Anjani Complex, Nr. WEH Metro Station Pereira Hill Road off Andheri-Kurla Road Andheri (East), Mumbai - 400099 Office/Whatsapp: 08452022225, Tel: 022 40058178, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: [https:// www.igenesys.com](https://www.igenesys.com) under the tab "Preferential Issue".

19. Other Disclosures:

The proposed allottee / investor, have not sold any equity shares of the Company during the six months preceding the Relevant Date.

20. the percentage (%) of Post Preferential Issue Capital that may be held by the allottee and change in control, if any, consequent to the Preferential Issue:

The Investor shall hold approx. 3.85% of the post preferential issue share capital i.e. the total issued share capital of the Company (including the shares being issued pursuant to this preferential issue and the existing shares issued by the Company). There will not be a change in control of the Issuer consequent to the preferential issue

21. Current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed allottee is non-Promoter and after the proposed allotment also the status will remain non - promoter only and there will be no change in the Status of the Allottee.

22. Lock-in:

- a. 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.
- b. The entire pre-preferential allotment shareholding of the above Allottee, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI (ICDR) Regulations.

23. 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

In terms of the provisions of Section 42 and Section 62(1)(c) 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 Warrant issue requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the Warrant on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and their relatives 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. 4 of the Notice, except to the extent of their Shareholding, if any, in the Company.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of EGM i.e. 9th July, 2022. Members seeking to inspect such documents can send an email to investors@igenesys.com.

The Board accordingly recommends the resolution set forth at Item no. 4 for approval of the members as a Special Resolution.

Item No. 5

Genesys has always believed in Stock Options as an effective instrument, to align the interest of employees with those of the Company and its shareholders, provide an opportunity to employees to participate in the growth of the Company. With these objectives the Company intend to implement the "**Genesys ESOP Scheme -2022**" with a view to attract and retain key talent working with the Company by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability in sync with their own personal and professional development. This will also act as a retention tool and attract best talent available in the market.

The Board has therefore proposed to implement "**Genesys ESOP Scheme2022**" (hereinafter referred to as "the Scheme") for the benefits of employees and Directors of the Company and its Subsidiary Companies, and such other persons/entities as permitted under the SEBI ((Share Based Employee Benefits and Sweat Equity) Regulations (hereinafter referred to as "SEBI Regulations" ..

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

The salient features of the Scheme are as under:

a) Brief description of the Scheme:

The Company proposes to grant stock options to its present and future employees under **Genesys ESOP Scheme -2022** in terms of this resolutions and in accordance with the relevant provisions of the Companies Act, 2013, the rules framed there under, SEBI (SBEB) Regulations and other laws as applicable.

b) Total number of options to be granted:

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

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

c) Identification of Classes of Employees entitled to participate in the Scheme:

Such employees of the Company as determined by the Compensation Committee, who are exclusively working in India or outside India or Directors of the Company whether whole-time or otherwise including Non-Executive Directors who are not a promoter or member of the promoter group, but excluding Independent Directors (hereinafter referred to as the “Employees”), as may be determined by the Compensation Committee and also the employees of group companies, subsidiaries or associates/or such other persons, as may from time to time be allowed under prevailing laws, rules and regulations.

d) Requirements of Vesting and Period of Vesting:

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

The minimum period of vesting shall be as prescribed under SEBI (SBEBSE) Regulations, 2021 from time to time, presently being one year from the date of grant of option. The Compensation Committee shall have the authority to decide, modify, alter the vesting schedules in any manner in their absolute discretion, as they deem fit, whether uniform or different for individual employee(s) or class of employee(s), or in one or more tranches, as the case may be.

The options, that may lapse, cancelled, expire or forfeited, shall be available for re-grant to the eligible employees as per the discretion of the Compensation Committee.

e) Maximum period Subject to Regulation 18(1) of the SEBI regulations the maximum period of vesting shall be five years. The Compensation Committee shall have the authority to decide, modify, alter the vesting schedules in any manner in their absolute discretion, as they deem fit, whether uniform or different for individual employee(s) or class of employee(s), or in one or more tranches, as the case may be.

f) Exercise Price or Pricing Formula:

The Compensation Committee shall have the authority to decide, modify, alter the Exercise Price or Pricing Formula or discount on Exercise Price in any manner in their absolute discretion, as they deem fit, whether uniform or different for individual employee(s) or class of employee(s) as the case may be.

Exercise price shall not be less than face value of the shares of the Company.

g) Exercise Period and Process of Exercise:

The exercise period will commence from the date of vesting and will expire on completion of 2 years from the date of the vesting of the options. The Compensation Committee shall have the authority to decide, modify, alter the Exercise Period in its absolute discretion, as they deem fit, whether uniform or different for individual employee(s) or class of employee(s) as the case may be.

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

The appraisal process for determining the eligibility of the employees will be specified by the Compensation Committee from time to time and shall be based on such criteria in the sole and absolute discretion of the Compensation Committee which may include but not restricted to the role, designation, past performance, future potential of the employees.

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

The number of options that may be granted to any specific employee of the Company or of its Subsidiary Company under the Scheme, in any financial year and in aggregate under the Scheme shall be to the extent permitted under the relevant SEBI Regulations.

j) Administration of the scheme

The **Genesys ESOP Scheme -2022** shall be implemented and administered directly by the Company.

k) The Scheme involves issue of new shares by the company.

l) Period of Lock-in:

The Shares arising out of Exercise of Vested Options shall not be subject to any lock-in period.

m) Disclosure and Accounting Policies:

The Company shall comply with 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards or Policies as may be prescribed by such statutory/concerned authorities, including any disclosure requirements prescribed therein in accordance with and subject to the requirements of Regulation 15 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

n) Surrender of options:

Employee may surrender vested / unvested options at any time during course of employment with the Company. Employee willing to surrender his options shall communicate the same to the Administrator in the prescribed Form. Such surrendered options shall expire and stand terminated with effect from the date of surrender of options. Such options shall be treated as lapsed options and shall be available for regrant as per the discretion of the Committee

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

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

p) Perquisite Tax:

In terms of the provisions of Section 17(2)(vi) of the Income Tax Act, 1961 and other applicable

laws, the eligible employees shall be liable to pay the amount of perquisite tax and/or other taxes, charges and levies (by whatever name called) in respect of the options exercised, if any.

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

q) Method of Valuation of Options:

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

The Compensation Committee will monitor the administration & superintendence of "Genesys ESOP Scheme -2022" once approved by the Shareholders. The Committee shall be authorized to settle any dispute or remove any hurdle that may arise with respect to interpretation of any of the provisions of ESOP or in the implementation thereof as the Committee in its absolute discretion thinks fit.

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

Accordingly, consent of the members is being sought by way of Special Resolution set as Item No. 5 of the Notice of pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI (SBEB) Regulations.

A separate resolution is required to be passed if the benefits of ESOP are to be extended to employees of the Subsidiary Companies. This separate Resolution under Item No. 5 is being proposed accordingly to cover those employees, and/or such other persons as may be permitted from time to time, under prevailing laws, rules and regulations, and/or amendments thereto from time to time.

The Board of Directors recommends the Special Resolutions as set out in item nos. 5 for the approval of the Members

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

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

Item No. 6.

As per the provisions of Section 23 of SEBI (LODR) Regulations, 188 of the Companies Act, 2013 ("the Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require prior approval of shareholders as per the requirements of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Subsidiaries of the Company are engaged in geo spatial and mapping related business and in the ordinary course of its business, may require loans, services, or corporate guarantees from the Company and / or the Company in the interest of long- term business growth of the Company may consider to consolidate shareholding in subsidiaries by acquiring shares from related, unrelated parties of subsidiaries. In view of the above, approval of the Members is sought to enter into contracts and / or transactions and / or arrangements, on an arm's length basis and in the ordinary course of business, with related party mentioned above even if it is a material transaction. All these transactions will be executed at an arm's length basis and in the ordinary course of business of the Company.

Based on the information on the proposed transactions, the Audit Committee has approved entering into the said transactions and the Board of the Company has considered and recommended that the approval of the Members be also sought for the Resolution contained at Item No. 6 of the accompanying Notice.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding/ directorships, if any, in the Company and in subsidiaries is concerned / interested in the above Resolution.

Your Directors recommend the passing of the Special Resolution at Item No. 6 of the accompanying Notice, for the approval of the Members.

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

Place: - Mumbai
Dated: - 14th June, 2022
Registered Office: -
73-A SDF III SEEPZ ANDHERI (E)
Mumbai 400 096, Maharashtra, India
CIN:- L65990MH1983PLC029197
Website:- www.igenesys.com

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

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	47.64	1,49,90,902	38.25
Sub- Total (A)	1,49,90,902	47.64	1,49,90,902	38.25
Non promoters				
Mutual Funds	2300	0.01	2300	0.01
Foreign Portfolio Investors	7,58,477	2.41	7,58,477	1.93
Foreign Portfolio Investors (Proposed Allottees)	0	0	21,73,910	5.55
Financial Institutions / Bank / Insurance Companies	9,60,000	3.05	9,60,000	2.45
Bodies Corporate	17,35,180	5.51	17,35,180	4.43
Non-Resident Indians / Overseas Corporate bodies	3,37,325	1.07	3,37,325	0.86
Individual - Public	90,44,784	28.75	97,94,784	24.99
Directors and their Relatives	17,83,967	5.67	17,83,967	4.55
Hindu Undivided Family (HUF)	3,31,869	1.05	3,31,869	0.85
Investors Education and Protection Fund (IEPF)	36,874	0.12	36,874	0.09
LLP	0	0	15,00,000	3.83
Others - Clearing Members	1,10,323	0.35	1,10,323	0.28
Proposed Allottee (Equity Shares) (Public Category)	13,74,792	4.37	43,54,767	11.11
Proposed Allottee (Warrants) (Public category)	0	0	3,19,145	0.81
Sub-total (B)	1,64,75,891	52.36	2,41,98,921	61.75
Total (A+B)	3,14,66,793	100	3,91,89,823	100

(*) Assuming full conversion of Compulsorily Convertible Debentures (CCD), Existing Warrants and Warrants into Equity shares issued through this Notice.

Notes: -

- i. Above pre- issue shareholding pattern is as on 10th June 2022
- ii. Above shareholding pattern doesn't include 7,54,419 ESOPs granted to eligible employees of the Company pursuant to the ESOP Scheme 2020 and 21800 ESOPs granted under ESOP 2010 Scheme.