



264, Maru Sadan, N. C. Kelkar Road, Dadar, Mumbai - 400 028. ☎ Off. 2430 7707  
1, Tara (Gretas) House, 166-B, Bhagat Lane, Mahim, Mumbai - 400 016. ☎ Off. 2430 4882  
E-mail : cadbdixit@gmail.com

To,  
**The Chairman,**  
**Genesys International Corporation Limited**  
73-A, SDF-III, SEEPZ,  
Andheri (E),  
Mumbai - 400 096

Dear Sir,

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the remote e-Voting and voting by assent-dissent forms (poll/physical ballot) by shareholders at the 35<sup>th</sup> Annual General Meeting of your Company held on Thursday, September 28, 2017.

Please find enclosed, the Report on remote E-Voting, facility of voting through Ballot in case of shareholders not having access to remote e-voting and Poll conducted at the venue of AGM. The report on Remote E-Voting is based on the data downloaded from the Remote E-voting platform provided by Central Depository Services Limited (CDSL) and the Report on Voting on Poll/Physical Ballots is based on the data provided/authenticated by your Registrar and Share Transfer Agent.

I trust you will find the Report to be comprehensive and self-explanatory in all respects. I will however be happy to answer your queries, if any, on the same and assure you of best services at all times.

**Dattatray B. Dixit**  
**Chartered Accountant**  
**Membership No. 40032**



Date: September 29, 2017  
Place: Mumbai

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**Form No. MGT-13**  
**Report of Scrutinizer**

*[Pursuant to Section 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended from time to time]*

To,  
**The Chairman,**  
**Genesys International Corporation Limited,**  
73-A, SDF-III, SEEPZ,  
Andheri (East),  
Mumbai-400 096.

The 35<sup>th</sup> Annual General Meeting of the Equity Shareholders of Genesys International Corporation Limited held on Thursday, September 28, 2017 at 3.00 p.m. at Kohinoor Continental, Andheri - Kurla Road, J. B. Nagar, Andheri (East), Mumbai - 400 059.

Dear Sir,

I, Mr. Dattatray B. Dixit, appointed as Scrutinizer for the purpose of remote e-voting as well as the voting by Poll to be conducted at the venue of Annual General Meeting of the Equity Shareholders of Genesys International Corporation Limited, held on Thursday, September 28, 2017 at 3.00 p.m. at Kohinoor Continental, Andheri - Kurla Road, J. B. Nagar, Andheri (East), Mumbai - 400 059, submit my report as under:

1. The remote e-voting period commenced on September 25, 2017 at 9.00 a.m. and ends on September 27, 2017 at 5.00 p.m
2. The Shareholders holding shares as on the cut-off date September 20, 2017 were entitled to vote on the proposed resolutions.
3. The details containing interalia, list of Equity share holders, who voted "for", "against" or "abstain" on each of the resolution that were put to vote, were generated from the remote evoting website of CDSL.





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5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/Proxies lodged with the Company.
6. The polling Box was opened in the presence of Ms. Purva Nagwekar and Mr. Gajanan Nagari as witnesses after the voting process is over.
7. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
8. The consolidated results of remote e-voting as well as of the Poll held at the aforesaid Annual General Meeting are as under.


Thanking You,

Yours Faithfully,

**Dattatray B. Dixit**  
Chartered Accountant  
Membership No. 40032

Witness 1

  
Name: Ms. Purva Nagwekar

Witness 2

  
Name : Mr. Gajanan Nagari

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**Resolution No. 1 - Consider and Adopt Audited Financial Accounts (Standalone and Consolidated) for the financial year ended March 31, 2017 and the Report of the Auditors and Board of Directors thereon**

i. Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	7	66,93,304	100
Poll	30	99,50,990	100
Total	37	1,66,44,294	100

ii. Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii. Invalid Votes:

Type of Voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0
Poll	0	0
Total	0	0



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**Resolution No. 2 - Declaration of Dividend for the financial year ended March 31, 2017**

i. Voted **in favour** of the resolution:

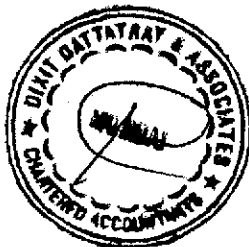
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	7	66,93,304	100
Poll	30	99,50,990	100
Total	37	1,66,44,294	100

ii. Voted **against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii. **Invalid** Votes:

Type of Voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0
Poll	0	0
Total	0	0



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**Resolution No. 3 - Re-appointment of Mr. Sohel Malik, who retires by rotation and being eligible offers herself for re-appointment**

i. Voted **in favour** of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	5	4,31,890	100
Poll	28	2,32,502	100
<b>Total</b>	<b>33</b>	<b>6,64,392</b>	<b>100</b>

ii. Voted **against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

iii. **Invalid** Votes:

Type of Voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



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**Resolution No. 4 - To Ratify the appointment of M/s G.K Choksi & Co., Chartered Accountants, (Firm Registration No.: 125442W), as Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration**

i. Voted **in favour** of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	7	66,93,304	100
Poll	30	99,50,990	100
Total	37	1,66,44,294	100

ii. Voted **against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0



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**Resolution No. 5 - Re-appointment of Mr. Sajid Malik (DIN: 00400366) as Managing Director**

i. Voted **in favour** of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	4	4,31,800	99.98
Poll	28	2,32,502	100
<b>Total</b>	<b>33</b>	<b>6,64,392</b>	<b>100</b>

ii. Voted **against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	90	0.02
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

iii. **Invalid** Votes:

Type of Voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





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**Resolution No. 6 - Re-appointment of Mrs. Saroja Malik (DIN:00400421) as Whole-time Director**

i. Voted **in favour** of the resolution:

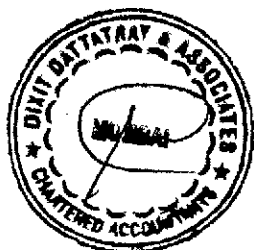
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	4	4,31,800	99.98
Poll	28	2,32,502	100
<b>Total</b>	<b>33</b>	<b>6,64,392</b>	<b>100</b>

ii. Voted **against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	90	0.02
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

iii. **Invalid** Votes:

Type of Voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



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**Resolution No. 7 - Re-appointment of Mr. Soheli Malik (DIN:00987676) as Executive Director**

i. Voted **in favour** of the resolution:

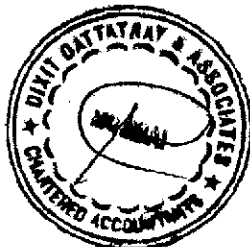
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	4	4,31,800	99.98
Poll	28	2,32,502	100
<b>Total</b>	<b>33</b>	<b>6,64,392</b>	<b>100</b>

ii. Voted **against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	1	90	0.02
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

iii. **Invalid** Votes:

Type of Voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



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**Resolution No. 8 - Approval of Genesys International Corporation Limited - Employee Stock Option Plan 2017 ("Genesys ESOP Scheme - 2017")**

i. Voted **in favour** of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	6	66,88,304	100
Poll	30	99,50,990	100
<b>Total</b>	<b>27</b>	<b>1,66,39,294</b>	<b>100</b>

ii. Voted **against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

iii. **Invalid** Votes:

Type of Voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



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**Resolution No. 9 - Grant of stock options to the employees of Subsidiary Company/ies under "GENESYS ESOP SCHEME - 2017"**

i. Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	6	66,88,304	100
Poll	30	99,50,990	100
Total	27	1,66,39,294	100

ii. Voted **against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii. **Invalid** Votes:

Type of Voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0
Poll	0	0
Total	0	0



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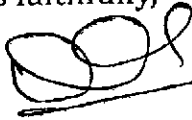
All the Resolutions stands passed with the requisite majority.

9. The Poll papers and all other relevant records were sealed and handed over to Company Secretary / Director authorised by the Board for safe keeping.

I hereby confirm that I am maintaining the Registers in respect of votes cast by the shareholders as required. I shall be arranging to hand over these records to the Chairman of the Company or to such person as may be authorised by the Chairman on consideration, approval and signing of the minutes of the relevant AGM.

Thanking you,

Yours faithfully,



**Dattatray B. Dixit**  
**Chartered Accountant**  
**Membership No. 40032**