

February 18, 2025

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

Dear Sir,

**Sub: Notice of Extra Ordinary General Meeting (“EOGM”) to be held on March, 12, 2025 and details of E-Voting**

Further to our letter dated February 14, 2025 and pursuant to Regulation 30 of the SEBI Listing Regulations, this is to inform you that the Extra-ordinary General Meeting ('EOGM') of the Company is scheduled to be held on **Wednesday, March 12, 2025 at 03:00 p.m. (IST)** through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) in compliance with Circulars of Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 30 read with Clause 12 of Para A Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Please find enclosed a copy of Notice of EOGM together with explanatory statement thereto.

The said notice of EOGM is being sent through electronic mode to all those Members whose e-mail addresses are registered with the Company /Registrar and Transfer Agent ('RTA') and/or Depository Participant(s).

Further, pursuant to provisions of Section 108 of the Companies Act, 2013 read together with the rules framed thereunder (as amended from time to time) and Regulation 44 of the Listing Regulations, the Company is providing to its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The details of remote e-voting are as follows:

Date and Time of Commencement of remote e-voting	Tuesday, March 04, 2025 at 9.00 a.m (IST).
Date and Time of Conclusion of remote e-voting	Tuesday, March 11, 2025 at 5.00 p.m (IST).
Cut-off date	Friday, February 28, 2025

The aforesaid Notice of the EOGM is also available on the website of the Company at [www.igenesys.com](http://www.igenesys.com).

You are requested to take the same on record.

Thanking You,  
Yours faithfully,

For **Genesys International Corporation Ltd**

**Vineet Chopra**  
**Vice President - Legal & Company Secretary**





**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**

**Email id:- [investors@igenesys.com](mailto:investors@igenesys.com) Website:- [www.igenesys.com](http://www.igenesys.com)**

**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 Wednesday, the 12<sup>th</sup> day of March, 2025, at 3.00 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 by issuance of equity shares and/or any other instruments, through qualified institutions placement and/or any other permissible mode**

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

**"RESOLVED THAT** pursuant to Sections 23, 42, 62, 71, 179 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**") and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and the Foreign Exchange Management Act, 1999 and the Regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014 each as amended; the listing agreements entered into by the Company with the stock exchanges where the Equity Shares of face value of ₹ 5/- (Rupee Five Only) of the Company are listed ("**Stock Exchanges**", and such Equity Shares, the "**Equity Shares**"); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("**GoI**"), Ministry of Corporate Affairs ("**MCA**"),

Reserve Bank of India (“**RBI**”), Securities and Exchange Board of India (“**SEBI**”), Stock Exchanges, and such other statutory / regulatory authorities in India or abroad) (hereinafter collectively referred to as “**Regulatory Authorities**”), and subject to all approvals, permissions, consents, and / or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GoI, or any other concerned Regulatory Authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and / or sanctions by any of the aforesaid authorities, which will be considered by the Board of Directors of the Company (“**Board**”, which term shall include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this Resolution), approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to offer, issue, and allot (including with provisions for reservations on firm and / or competitive basis, or such part of the issue and for such categories of persons as may be permitted) any instrument or security, including Equity Shares, fully / partly convertible debentures, non-convertible debentures, debts issue, warrants (collectively, the “**Securities**”), or any combination of Securities, to all or any such investors, jointly and / or severally, that may be permitted to invest in such issuance of Securities, including resident or non-resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions / insurance Companies / any other Qualified Institutional Buyers as defined under the SEBI ICDR Regulations (“**QIBs**”) / any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are Members of the Company, for cash, in one or more tranches, to raise funds for an aggregate consideration of up to ₹ 350,00,00,000 (Rupees Three Hundred Fifty Crores Only) (“**Issue**”), through a private placement (including one or more Qualified Institutions Placements, pursuant to Chapter VI of the SEBI ICDR Regulations (“**QIP**”) in accordance with the applicable provisions of the Companies Act and the SEBI ICDR Regulations), or through any other permissible mode and / or combination thereof as may be considered appropriate, to be subscribed to in Indian and / or any foreign currency by all eligible investors, through the issuance of an offer document / letter / circular / placement document, as permitted under applicable laws and regulations, at such price (including at a discount or premium to market price or prices permitted under applicable law), in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine to whom the offer, issue and allotment of Securities shall be made to the exclusion of others; making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investors and / or in respect of different Securities; number of securities to be issued; face value; number of Equity Shares to be issued and allotted on conversion / redemption / extinguishment of debt(s); rights attached to the warrants; period of conversion; fixing of record date; and / or book closure dates subject to the applicable laws considering the prevailing market conditions and / or other relevant factors, and wherever necessary, in consultation with the book running lead manager and / or other advisors appointed and/or to be appointed, as the Board in its absolute discretion may deem fit and appropriate and without requiring any further approval or consent from the Members.

**RESOLVED FURTHER THAT** the relevant date for the purpose of pricing the Securities shall be as per applicable laws including but not limited to SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** in case of an issue and allotment of Securities by way of a QIP in terms of the SEBI ICDR Regulations:

- i. the allotment of the Securities shall be completed within 365 days from the date of passing

- of the Special Resolution by the Members of the Company.
- ii. the Equity Shares to be offered, issued, and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects with the existing Equity Shares.
  - iii. no partly paid-up Equity Shares or other Securities shall be issued / allotted.
  - iv. the issuance of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations (“**QIP Floor Price**”) or any other applicable provision subject to necessary adjustment if any under the provisions. However, subject to applicable laws the Board, may at its absolute discretion, may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the QIP Floor Price.
  - v. no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to ₹ 250 crores) or five (in case the issue size is more than ₹ 250 crores), as applicable, or in a manner as may be prescribed from time to time under the ICDR Regulations.
  - vi. the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.
  - vii. All eligible securities issued under the Issue shall be listed on the recognized stock exchange where the equity shares of the Company are listed;
  - viii. The number and/or price of the Equity Shares issued/to be issued on conversion of Securities shall be appropriately adjusted for corporate actions, if any, such as rights issue, stock split or consolidation of shares, reclassification of Equity Shares into other securities, issue of Equity Shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;
  - ix. A minimum of 10% of the Securities shall be issued and allotted to Mutual Funds and if Mutual Funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs;
  - x. To the extent applicable to the Securities, the Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time;
  - xi. To the extent applicable to the Securities, the tenure of the convertible or exchangeable Securities issued through the QIP shall not exceed sixty months from the date of allotment; and
  - xii. To the extent applicable to the Eligible Securities, the application for allotment of Securities, and the allotment of Securities through the QIP shall be in accordance with the criteria provided under the SEBI ICDR Regulations. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with Domestic and International practices to provide for the tradability and free transferability thereof as per prevailing practices and regulations in the Capital Markets and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed to.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Board including committee thereof be and is hereby authorised to do such acts, deeds, and things, in its

absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:-

- a) offer, issue and allot all / any of the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;
- b) determining the terms and conditions of the issuance, including among other things, (a) terms for issuance of additional Securities and for disposal of Securities which are not subscribed to by issuing them to Banks / Financial Institutions / Mutual Funds or otherwise, (b) terms as are provided in domestic offerings of this nature, and (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into Equity Shares, pricing, variation of the price or period of conversion, and / or finalising the objects of the issuance and the monitoring of the same;
- c) approve, finalise, and execute any preliminary as well as final offer document (including, among other things, any draft offer document, offering circular, registration statement, prospectus, placement document, private placement offer letter, letter of offer, and / or other letter or circular), and to approve and finalise any bid cum application form, abridged letter of offer, notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;
- d) decide the form, terms and timing of the issue(s) / offering(s), Securities to be issued and allotted, class of investors to whom Securities are to be offered, issued and allotted, number of Equity Shares to be issued and allotted in each tranche;
- e) issue and allot such number of Equity Shares, as may be required to be issued and allotted, upon conversion of any Securities, or as may be necessary in accordance with the terms of the issuance all such Equity Shares ranking pari-passu with the existing Equity Shares in all respects;
- f) approve, finalise, execute, and amend agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and / or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s) / merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other expenses in connection therewith;
- g) provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;
- h) seek any consents and approvals, including, among others, the consent from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;
- i) file requisite documents with the SEBI, Stock Exchanges, the GOI, the RBI, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- j) seeking the listing of the Securities on any Stock Exchange(s), submitting the listing application to such Stock Exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
- k) open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- l) approving the issue price and finalise allocation and the basis of allotment of the Securities on the basis of the bids / applications and over subscription thereof as received, where applicable;

- m) acceptance and appropriation of the proceeds of the issue of the Securities;
- n) affix the common seal of the Company, as required, on any agreement, undertaking, deed or other document, in the presence of any one or more of the directors of the Company or any one or more of the officers of the Company as may be authorised by the Board in accordance with the Memorandum of Association and Articles of Association of the Company;
- o) further authorise and empower any committee and / or Director(s) and / or Officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments and doing or causing to be done any and all acts or things as the Committee / Director(s) / Officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Securities, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Committee / Director(s) / Officer(s) shall be conclusive evidence of the authority of the Committee / Director(s) / Officer(s) and the Company in doing so; and
- p) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or settle any issues, questions, difficulties or doubts that may arise in regard to or in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions and the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint /engage book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, escrow agents, monitoring agency(ies), debenture trustees, guarantors, stabilizing agents, and all such agencies as are or may be required to be appointed, involved or concerned in such offering and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to authorise Director(s) or Key Managerial Personnel or any other officer of the Company to enter into and to execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities issued on the Stock Exchanges where the Equity Shares of the Company are listed;

**RESOLVED FURTHER THAT** the issue and allotment of securities, if any, made to foreign portfolio investors and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 if required and within the overall limits as set forth thereunder.

**RESOLVED FURTHER THAT** the Board or person(s) as may be authorized by the Board, be and is/are hereby severally authorized to do all such acts, deeds, matters and things as it/they may be considered necessary, desirable or expedient including to resolve and settle any questions and difficulties that may arise in connection with the proposed creation, offer, issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Securities as may be required to be issued and allotted upon conversion of any Securities

or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares of the Company in all respects;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution to any Committee of the Board, or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and settle any questions or difficulties that may arise in this regard to the offering.”

**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](http://www.igenesys.com)

Place: Mumbai  
Dated: 14<sup>th</sup> February, 2025



## **INSTRUCTIONS FOR EVOTING :**

### **NOTES:**

1. An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act ("Explanatory Statements"), pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice of Extra-Ordinary General Meeting ("EOGM").
2. In accordance with the provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") read with the guidelines issued by the Ministry of Corporate Affairs (MCA) 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, Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 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, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 03, 2024 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
3. 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.
4. 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 as on Friday, 14<sup>th</sup> February, 2025. Copy of the Notice of the EOGM is also available for download on the website of the Company at [www.igenesys.com](http://www.igenesys.com), the e-voting portal i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

5. Since the EOGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. 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.
7. 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.
8. 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.
9. 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](mailto:sanam.u@dsmcs.in) or with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)
10. 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 i.e Friday 28<sup>th</sup> February, 2025. 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.
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](mailto:investor@bigshareonline.com) and / or

[investors@igenesys.com](mailto: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 Wednesday, 12<sup>th</sup> March, 2025 through VC/ OAVM by logging on to the e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.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](mailto: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](mailto: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 National Securities Depository Limited (NSDL) 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. 28<sup>th</sup> February, 2025

- iii. Mr. Sanam Umbargikar Partner, (M. No. F11777, 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 Tuesday, 4<sup>th</sup>, March 2025 at 9:00 a.m. (IST) and ends on Tuesday, 11<sup>th</sup> March, 2025 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 28<sup>th</sup> February, 2025 may cast their vote electronically. The remote e-voting module shall be disabled 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 NSDL 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 NSDL/CDSL** is given below:

**Instructions for Remote e-Voting:**





**A. How do I vote using e-voting system? Steps are simplified as under:**

Steps	CDSL	NSDL
1.	Visit: <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a>	Visit: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>
2.	Click on Evoting: e-voting platform to eliminate voting process	Click on Shareholder/member/Creditor LOGIN option
3.	Evoting Authentication : Enter BOID: (Its your 16 digit DP ID / Client ID)	Enter your User ID: (Its your 16 digit DP ID / Client ID) · Select login type: OTP · Enter verification code: Select "check box": I hereby agree all Terms and condition. and · Click on Login
4	On submission OTP will be received on mobile no and email address registered with Depository, enter OTP	On submission OTP will be received on mobile no and email address registered with Depository, enter OTP
5	Select Genesys EVSN for e-voting visible on the page.	Click on: Click here to continue option, it will re-direct you on NSDL e-voting page.
6	-	Select Genesys EVSN for e-voting visible on the page.

**B. Detailed steps to use NSDL and CDSL e-voting system:**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section , this will prompt you to enter your existing User ID and Password. After successful

	<p>authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>      <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and</li> </ol>

	<p>click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <ol style="list-style-type: none"> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at call at 022 - 4886 7000

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

**C) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:



- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [sanam.u@dsmcs.in](mailto:sanam.u@dsmcs.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **D. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [investos@igenesys.com](mailto:investos@igenesys.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@igenesys.com](mailto:investors@igenesys.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**E. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EOGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM through VC/OAVM facility and have not casted 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 in the EOGM
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM again.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.

**F. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

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](http://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: - 14<sup>th</sup> February, 2025  
Registered Office: -  
73-A SDF III SEEPZ ANDHERI (E)  
Mumbai 400 096, Maharashtra, India  
CIN:- L65990MH1983PLC029197  
Website:- [www.igenesys.com](http://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:

The Geographic Information System (GIS) industry has experienced growth globally as well as in India. One of the key factors contributing to the growth of the industry is the integration of GIS with emerging technologies such as artificial intelligence, machine learning and the Internet of Things (IoT). By leveraging these technologies, the Company intends to tap new opportunities in sectors like navigation, technology, mapping, real estate & infrastructure, survey, utilities among many other diverse sectors in India and overseas, that enable real-time data analysis, location-based services, predictive analytics, etc. Accordingly, the Company intends to shore up adequate resources to meet its funding requirements.

The Company intends to undertake capital raising by way of issuance of equity shares or and/or securities convertible into equity shares (including partly or fully convertible debentures), in one or more tranches, through one or more qualified institutions placements and/or other permissible mode, in accordance with applicable laws.

In view of the above and as approved by the Board of Directors of the Company ("**Board**") at their meeting held on 14<sup>th</sup> February 2025, it is proposed to obtain enabling approval for raising funds through issuance of equity shares of the Company having face value of ₹ 5/- each ("**Equity Shares**") and/or other securities convertible into Equity Shares (including fully or partly convertible debentures) (hereinafter collectively referred to as "**Securities**") and/or any combination thereof, for an aggregate amount of up to and not exceeding ₹ 350,00,00,000 (Rupees three hundred and fifty crores only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities), by way of qualified institutional placement ("**QIP**") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), Section 42 and other applicable provisions of the Companies Act, 2013 ("**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014 and/or any other method as may be permitted under applicable laws and/or any combination thereof under applicable laws issue of prospectus, and/or preliminary placement document, placement document and/or other permissible/ requisite offer documents to any eligible investors.

The issuance and allotment of Securities may be undertaken in one or more tranches and/or one or more issuances, in the course of domestic and/or international offering(s), in terms of the applicable regulations and as permitted under the applicable laws, at such price (whether at prevailing market price(s) or at a premium or discount to market price), in such manner and on such terms and conditions as may be permitted under applicable laws and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead managers/book running lead manager(s) and other agencies that may be appointed by the Company, subject to the applicable provisions of the SEBI ICDR Regulations, Act, read with Rules made thereunder and other applicable laws, regulations, notifications, rules and guidelines.

The Board (including any duly authorized committee thereof) may at their discretion adopt any one or more of the mechanisms mentioned above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

The Company shall use the proceeds from the issue, *inter alia*, towards capital expenditure, repayment of debt, working capital requirements, infusion of funds into its subsidiaries, financing of business opportunities (which may be either organic or inorganic, based on the business opportunities across the subsidiaries/associates/joint ventures of the Company, as applicable), other strategic initiatives, general corporate purposes and such other purpose(s) as may be permissible under applicable laws and as the Board or its duly constituted Committee, may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise.

The aforementioned objects are based on management estimates, and other commercial and technical factors and accordingly, are dependent on a variety of factors such as timing of completion of the offering, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of the Company and may result in rescheduling the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

An issuer shall be eligible to make a qualified institutions placement only if any of its promoters or directors is not a fugitive economic offender.

If a QIP is undertaken in terms of Chapter VI of SEBI ICDR Regulations, the Promoters, member of the Promoter Group, Directors and Key Managerial Personnel of the Company will not subscribe to the QIP. There would be no change in control as a result of the proposed offering through QIP.

The Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid-up basis.

The Relevant date for the purposes of pricing of the Equity Shares to be issued and allotted shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP of Equity Shares; and in case of eligible convertible securities, either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the Equity Shares, as provided under the SEBI ICDR Regulations.

The detailed terms and conditions for the offering will be determined in consultation with the advisors, book running lead managers and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for different kinds of issuances. The allotment of the Securities pursuant to the Offering shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event a QIP is undertaken, the allotment shall be completed within 365 days from the date of this resolution.

The Equity Shares issued, if any, shall rank *pari passu* in all respects with the existing Equity Shares of the Company, including entitlement to dividend, if any. The eligible securities allotted as above would be listed on BSE Limited and National Stock Exchange of India Limited. The offer/issue/allotment would be subject to regulatory approvals, if any. The conversion of Securities, if any, held by foreign investors into Equity Shares would be subject to the applicable foreign exchange regulations and sectoral caps, if any.

As the Offering may result in the issue of Securities of the Company to investors who may or may not be Members of the Company, consent of the Members is being sought pursuant to Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Act and any other law for the time being

in force and being applicable and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended for issuance of Securities.

None of the Directors or the Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the said resolution, other than to the extent of their shareholding in the Company. The Directors or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies/ institutions in which they are Directors or Members.

The Board accordingly recommends the Special Resolution as set out in Item No. 1 of this Notice for approval of the Members.

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

Place: - Mumbai

Dated: - 14<sup>th</sup> February, 2025

Registered Office: -

73-A SDF III SEEPZ ANDHERI (E)

Mumbai 400 096, Maharashtra, India

CIN:- L65990MH1983PLC029197

Website:- [www.igenesys.com](http://www.igenesys.com)

Sd/-

Vineet Chopra

Vice President - Legal and Company Secretary