

September 27, 2019

<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: Details of Voting Results of the 37<sup>th</sup> Annual General Meeting of the Company held on September 26, 2019**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the voting results of the business contained in the Notice of 37<sup>th</sup> Annual General Meeting of the Company held on September 26, 2019 in the prescribed format.

All the resolutions contained in the said Notice were passed with requisite majority.

Kindly take the above information on your record.

Thanking You,

Yours Faithfully,

For **Genesys International Corporation Limited**

  
Sajid Malik  
Chairman & Managing Director  
(DIN : 00400366)



General information about company	
Scrip code	506109
NSE Symbol	GENESYS
MSEI Symbol	
ISIN	INE727B01026
Name of the company	Genesys International Corporation Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	26-09-2019
Start time of the meeting	3:00 PM
End time of the meeting	3:20 PM

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<b>Voting results</b>	
Record date	19-09-2019
Total number of shareholders on record date	5738
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	4
b) Public	38
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of resolution passed in the meeting</b>	<b>10</b>



Resolution (1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Adoption of the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss for the year ended on that date and Reports of the Auditors and Directors thereon.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15980902	15980902	100.0000	15980902	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	15980902	15980902	100.0000	15980902	0	100.0000	0.0000
Public-Institutions	E-Voting	2641835	760242	28.7770	760242	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		2641835	760242	28.7770	760242	0	100.0000
Public- Non Institutions	E-Voting	12510625	3186735	25.4722	3186735	0	100.0000	0.0000
	Poll		362807	2.9000	362807	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		12510625	3549542	28.3722	3549542	0	100.0000
<b>Total</b>	<b>Total</b>	31133362	20290686	65.1734	20290686	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	



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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend of Rs. 0.125 per equity share of the face value of Rs. 5 each.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15980902	15980902	100.0000	15980902	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		15980902	15980902	100.0000	15980902	0	100.0000
Public-Institutions	E-Voting	2641835	760242	28.7770	760242	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		2641835	760242	28.7770	760242	0	100.0000
Public- Non Institutions	E-Voting	12510625	3186735	25.4722	3186735	0	100.0000	0.0000
	Poll		362807	2.9000	362807	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		12510625	3549542	28.3722	3549542	0	100.0000
<b>Total</b>	<b>Total</b>	31133362	20290686	65.1734	20290686	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	



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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of a director in place of Mr. Sohel Malik, who retires by rotation and being eligible, seeks re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15980902	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		15980902	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	2641835	760242	28.7770	760242	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		2641835	760242	28.7770	760242	0	100.0000
Public- Non Institutions	E-Voting	12510625	3186735	25.4722	3186735	0	100.0000	0.0000
	Poll		362807	2.9000	362807	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		12510625	3549542	28.3722	3549542	0	100.0000
<b>Total</b>	<b>Total</b>	31133362	4309784	13.8430	4309784	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	





Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of M/s. G. K. Choksi & Co., Chartered Accountants as Statutory Auditors.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15980902	15980902	100.0000	15980902	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		15980902	15980902	100.0000	15980902	0	100.0000
Public- Institutions	E-Voting	2641835	760242	28.7770	760242	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		2641835	760242	28.7770	760242	0	100.0000
Public- Non Institutions	E-Voting	12510625	3186735	25.4722	3186735	0	100.0000	0.0000
	Poll		362807	2.9000	362807	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		12510625	3549542	28.3722	3549542	0	100.0000
<b>Total</b>	<b>Total</b>	31133352	20290686	65.1734	20290686	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	



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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Hemant Majethia (DIN: 00400473) as Independent Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15980902	15980902	100.0000	15980902	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		15980902	15980902	100.0000	15980902	0	100.0000
Public-Institutions	E-Voting	2641835	760242	28.7770	760242	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2641835	760242	28.7770	760242	0	100.0000
Public- Non Institutions	E-Voting	12510625	3176797	25.3928	3176797	0	100.0000	0.0000
	Poll		362807	2.9000	362807	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		12510625	3539604	28.2928	3539604	0	100.0000
<b>Total</b>	<b>Total</b>	<b>31133362</b>	<b>20280748</b>	<b>65.1415</b>	<b>20280748</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Whether resolution is Pass or Not.							Yes	





Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Ganesh Acharya (DIN: 00702346) as Independent Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15980902	15980902	100.0000	15980902	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>15980902</b>	<b>15980902</b>	<b>100.0000</b>	<b>15980902</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2641835	760242	28.7770	760242	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2641835</b>	<b>760242</b>	<b>28.7770</b>	<b>760242</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	12510625	3186735	25.4722	3186735	0	100.0000	0.0000
	Poll		362807	2.9000	362807	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>12510625</b>	<b>3549542</b>	<b>28.3722</b>	<b>3549542</b>	<b>0</b>	<b>100.0000</b>
<b>Total</b>	<b>Total</b>	<b>31133362</b>	<b>20290686</b>	<b>65.1734</b>	<b>20290686</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	



Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Ganapathy Vishwanathan (DIN: 00400518) as Non-Executive Non Independent Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15980902	15980902	100.0000	15980902	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		15980902	15980902	100.0000	15980902	0	100.0000
Public-Institutions	E-Voting	2641835	760242	28.7770	760242	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2641835	760242	28.7770	760242	0	100.0000
Public- Non Institutions	E-Voting	12510625	3136363	25.0696	3136363	0	100.0000	0.0000
	Poll		62467	0.4993	62467	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		12510625	3198830	25.5689	3198830	0	100.0000
<b>Total</b>	<b>Total</b>	<b>31133362</b>	<b>19939974</b>	<b>64.0470</b>	<b>19939974</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	





Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Payment of Commission to the Non-Executive Director(s) of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15980902	15980902	100.0000	15980902	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	15980902	15980902	100.0000	15980902	0	100.0000	0.0000
Public-Institutions	E-Voting	2641835	760242	28.7770	760242	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2641835	760242	28.7770	760242	0	100.0000	0.0000
Public- Non Institutions	E-Voting	12510625	3126425	24.9902	3126425	0	100.0000	0.0000
	Poll		362807	2.9000	362807	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	12510625	3489232	27.8901	3489232	0	100.0000	0.0000
<b>Total</b>	<b>Total</b>	<b>31133362</b>	<b>20230376</b>	<b>64.9797</b>	<b>20230376</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	



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Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Payment of remuneration to Mr. Ganapathy Vishwanathan, Non-Executive Non Independent Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15980902	15980902	100.0000	15980902	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0		0	0
	Total		15980902	15980902	100.0000	15980902	0	100.0000
Public-Institutions	E-Voting	2641835	760242	28.7770	760242	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2641835	760242	28.7770	760242	0	100.0000
Public- Non Institutions	E-Voting	12510625	3136363	25.0696	3136363	0	100.0000	0.0000
	Poll		62467	0.4993	62467	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		12510625	3198830	25.5689	3198830	0	100.0000
<b>Total</b>	<b>Total</b>	<b>31133362</b>	<b>19939974</b>	<b>64.0470</b>	<b>19939974</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



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Resolution (10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Amendment of Genesys ESOP Scheme – 2017 incorporating a surrender clause.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15980902	15980902	100.0000	15980902	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		15980902	15980902	100.0000	15980902	0	100.0000
Public-Institutions	E-Voting	2641835	760242	28.7770	760242	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		2641835	760242	28.7770	760242	0	100.0000
Public- Non Institutions	E-Voting	12510625	3186735	25.4722	3186735	0	100.0000	0.0000
	Poll		362807	2.9000	362807	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		12510625	3549542	28.3722	3549542	0	100.0000
<b>Total</b>	<b>Total</b>	31133362	20290686	65.1734	20290686	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	





**SCRUTINIZER'S REPORT - COMBINED**

[Pursuant to provisions of section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To,

**Mr. Sajid Malik**

**Chairman & Managing Director**

**37<sup>th</sup> Annual General Meeting** of the Equity Shareholders of **Genesys International Corporation Limited** held on **Thursday** the **26<sup>th</sup> September, 2019**, at **3.00 p.m.** at **Kohinoor Continental, Andheri-Kurla Road, J.B. Nagar, Andheri (East), Mumbai - 400 059.**

Dear Sir,

I, CS Sanam Umbargikar, Partner of M/s. DSM & Associates, Company Secretaries, having been appointed by the Board of Directors of the **Genesys International Corporation Limited** (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process, poll process carried out at 37<sup>th</sup> Annual General Meeting pursuant to provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 and on scrutiny of the same, I submit my Combined Report on the results of the e-voting together with the voting by physical ballot forms at the 37<sup>th</sup> Annual General Meeting.

**Report on Scrutiny**

- The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Service provider, for the purpose of extending the facility of Remote E-Voting to the members of the Company. Bigshare Services Private Limited is Registrar and Share Transfer Agents ("RTA") of the Company
- Company has informed that, on the basis of the Register of Members and List of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of Notice of AGM along with Annual Report of 2018-19 as under :-





- On 3<sup>rd</sup> September, 2019 by email to 4,520 Members, who had registered their email-ids with the Company/RTA;
- On 31<sup>st</sup> August, 2019 by Courier / Registered post to 1,154 Members, whose email ids are not registered with the Company/RTA;
- The Voting rights were reckoned as on Thursday, 19<sup>th</sup> September, 2019 being the cut-off date for the purpose of deciding the entitlements of members at the Remote E-Voting and voting at the AGM.
- Remote E-Voting process was open from 9.00 a.m. on Monday, 23<sup>rd</sup> September, 2019 till 5.00 p.m. on Wednesday, 25<sup>th</sup> September, 2019 and members were required to cast their votes electronically conveying their assent or dissent in respect of Resolutions, on the Remote E-Voting platform provided by CDSL.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than 21 days before the date of AGM in English in "The Free Press Journal" newspaper dated 4<sup>th</sup> September, 2019 and in Marathi in "Navshakti" newspaper dated 6<sup>th</sup> September, 2019.
- At the end of the voting period on 25<sup>th</sup> September, 2019 at 5.00 p.m., the voting portal of Service Provider was blocked forthwith.
- At the venue of the 37<sup>th</sup> AGM of the Company, held on Thursday, 26<sup>th</sup> September, 2019, the facility to cast vote physically was provided to those members who were present in the meeting but could not earlier participate in the Remote E-Voting to record their votes.
- On completion of voting at the AGM, CDSL provided us with the list of members who had cast their votes, their holding details and details of votes cast on the resolutions.
- The votes were reconciled with the records maintained by the Company and RTA with respect to authorization / proxies lodged with the Company.
- I unblocked the Remote E-Voting result on the CDSL E-voting platform in the presence of Ms. Siddhi Dhuwali and Ms. Sharvari Umbargikar, who acted as the witnesses, as prescribed in Sub Rule 4 (xii) of the said Rule 20 and downloaded the remote E-Voting results.



Combined Results of E-Voting and Ballot at the AGM are as under:

**(a) Resolution No.1:- Ordinary Resolution –**

Adoption of the Audited Standalone financial statements as well as Consolidated financial statements, Report of the Auditors for the financial year ended 31<sup>st</sup> March, 2019 and the Directors' Report thereon;

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	29	1,99,27,879	98.2119%
Less: Invalid Electronic votes	Nil	Nil	Nil
<b>Net Valid Electronic Votes (A)</b>	<b>29</b>	<b>1,99,27,879</b>	<b>98.2119%</b>
Total Poll Forms received	29	3,62,807	1.7881%
Less: Invalid/ Rejected Poll Forms	Nil	Nil	Nil
<b>Net Valid Poll Forms received (B)</b>	<b>29</b>	<b>3,62,807</b>	<b>1.7881%</b>
<b>Total Votes - (A+B)</b>	<b>58</b>	<b>2,02,90,686</b>	<b>100.00%</b>
Assenting	58	2,02,90,686	100.00%
Dissenting	Nil	Nil	0.00%

Accordingly, out of 2,02,90,686 votes cast (e-voting and ballot), 2,02,90,686 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the total votes cast; Nil votes were cast DISSENTING to the Ordinary Resolution constituting 0.00% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.1 is passed with requisite majority.

**(b) Resolution No.2:- Ordinary Resolution -**

Declaration of Dividend for the financial year ended 31<sup>st</sup> March, 2019:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	29	1,99,27,879	98.2119%
Less: Invalid Electronic votes	Nil	Nil	Nil
<b>Net Valid Electronic Votes (A)</b>	<b>29</b>	<b>1,99,27,879</b>	<b>98.2119%</b>
Total Poll Forms received	29	3,62,807	1.7881%
Less: Invalid Poll Forms	Nil	Nil	Nil





<b>Net Valid Poll Forms received (B)</b>	<b>29</b>	<b>3,62,807</b>	<b>1.7881%</b>
<b>Total Votes – (A+B)</b>	<b>58</b>	<b>2,02,90,686</b>	<b>100.00%</b>
Assenting	58	2,02,90,686	100.00%
Dissenting	Nil	Nil	0.00%

Accordingly, out of 2,02,90,686 votes cast (e-voting and ballot), 2,02,90,686 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the total votes cast; Nil votes were cast DISSENTING to the Ordinary Resolution constituting 0.00% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.2 is passed with requisite majority.

**(c) Resolution No.3:- Ordinary Resolution -**

Appointment of Director in place of Mr. Sohel Malik (DIN:00987676), who retires by rotation and being eligible, offers himself for re-appointment:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	20	39,46,977	91.5818%
Less: Invalid Electronic votes	Nil	Nil	Nil
<b>Net Valid Electronic Votes (A)</b>	<b>20</b>	<b>39,46,977</b>	<b>91.5817%</b>
Total Poll Forms received	29	3,62,807	8.4182%
Less: Invalid Poll Forms	Nil	Nil	Nil
<b>Net Valid Poll Forms received (B)</b>	<b>29</b>	<b>3,62,807</b>	<b>8.4182%</b>
<b>Total Votes – (A+B)</b>	<b>49</b>	<b>43,09,784</b>	<b>100.00%</b>
Assenting	49	43,09,784	100.00%
Dissenting	Nil	Nil	0.00%

Accordingly, out of 43,09,784 votes cast (e-voting and ballot), 43,09,784 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the total votes cast; Nil votes were cast DISSENTING to the Ordinary Resolution constituting 0.00% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.3 is passed with requisite majority.

*\* Promoters and Promoters groups, being Directors and relatives of Directors were interested, hence their voting is not considered while calculating the same.*





**(d) Resolution No.4:- Ordinary Resolution-**

Re-appointment of M/s. G. K. Choksi & Co., Chartered Accountants as an statutory auditor of the company

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	29	1,99,27,879	98.2119%
Less: Invalid Electronic votes	Nil	Nil	Nil
<b>Net Valid Electronic Votes (A)</b>	<b>29</b>	<b>1,99,27,879</b>	<b>98.2119%</b>
Total Poll Forms received	29	3,62,807	1.7881%
Less: Invalid Poll Forms	Nil	Nil	Nil
<b>Net Valid Poll Forms received (B)</b>	<b>29</b>	<b>3,62,807</b>	<b>1.7881%</b>
<b>Total Votes – (A+B)</b>	<b>58</b>	<b>2,02,90,686</b>	<b>100.00%</b>
Assenting	58	2,02,90,686	100.00%
Dissenting	Nil	Nil	0.00%

Accordingly, out of 2,02,90,686 votes cast (e-voting and ballot), 2,02,90,686 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the total votes cast; Nil votes were cast DISSENTING to the Ordinary Resolution constituting 0.00% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.4 is passed with requisite majority.

**(e) Resolution No.5:- Special Resolution:**

Reappointment of Mr. Hemant Majethia (DIN: 00400473) as an independent director of the company:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	28	1,99,17,941	98.2111%
Less: Invalid Electronic votes	Nil	Nil	Nil
<b>Net Valid Electronic Votes (A)</b>	<b>28</b>	<b>1,99,17,941</b>	<b>98.2111%</b>
Total Poll Forms received	29	3,62,807	1.7889%
Less: Invalid Poll Forms	Nil	Nil	Nil



<b>Net Valid Poll Forms received (B)</b>	<b>28</b>	<b>3,62,807</b>	<b>1.7889%</b>
<b>Total Votes - (A+B)</b>	<b>57</b>	<b>2,02,80,748</b>	<b>100.00%</b>
Assenting	57	2,02,80,748	100.00%
Dissenting	Nil	Nil	0.00%

Accordingly, out of 2,02,80,784 votes cast (e-voting and ballot), 2,02,80,784 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; Nil votes were cast DISSENTING to the Special Resolution constituting 0.00% of the total votes cast.

Thus, the Special Resolution as contained in Item No.5 is passed with requisite majority.

\* Mr. Hemant Majethia - being interested in passing of the resolution - did not participated in the voting of this resolution.

**(f) Resolution No.6:- Special Resolution -**

Re-appointment of Mr. Ganesh Acharya (DIN: 00702346) as an Independent director of the company:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	29	1,99,27,879	98.2119%
Less: Invalid Electronic votes	Nil	Nil	Nil
<b>Net Valid Electronic Votes (A)</b>	<b>29</b>	<b>1,99,27,879</b>	<b>98.2119%</b>
Total Poll Forms received	29	3,62,807	1.7881%
Less: Invalid/ Rejected Poll Forms	Nil	Nil	Nil
<b>Net Valid Poll Forms received (B)</b>	<b>29</b>	<b>3,62,807</b>	<b>1.7881%</b>
<b>Total Votes - (A+B)</b>	<b>58</b>	<b>2,02,90,686</b>	<b>100.00%</b>
Assenting	58	2,02,90,686	100.00%
Dissenting	Nil	Nil	0.00%

Accordingly, out of 2,02,90,686 votes cast (e-voting and ballot), 2,02,90,686 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; Nil votes were cast DISSENTING to the Special Resolution constituting 0.00% of the total votes cast.

Thus, the Special Resolution as contained in Item No.6 is passed with requisite majority.





**(g) Resolution No.7:- Special Resolution -**

Appointment of Mr. Ganapathy Vishwanathan as a Non-Executive Non Independent director:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	28	1,98,77,507	99.6867%
Less: Invalid Electronic votes	Nil	Nil	Nil
<b>Net Valid Electronic Votes (A)</b>	<b>28</b>	<b>1,98,77,507</b>	<b>99.6867%</b>
Total Poll Forms received	26	62,467	0.3133%
Less: Invalid Poll Forms	Nil	Nil	Nil
<b>Net Valid Poll Forms received (B)</b>	<b>26</b>	<b>62,467</b>	<b>0.3133%</b>
<b>Total Votes - (A+B)</b>	<b>54</b>	<b>1,99,39,974</b>	<b>100.00%</b>
Assenting	54	1,99,39,974	100.00%
Dissenting	Nil	Nil	Nil

Accordingly, out of 1,99,39,974 votes cast (e-voting and ballot), 1,99,39,974 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; Nil votes were cast DISSENTING to the Special Resolution constituting 0.00% of the total votes cast.

Thus, the Special Resolution as contained in Item No.7 is passed with requisite majority.

\* Mr. Ganapathy Vishwanathan and Mrs. Sudha Ganapathy, being interested in passing of the resolution - did not participated in the voting.

**(h)Resolution No.8:- Special Resolution**

Payment of commission to the Non-Executive Directors(s) of the company:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	27	1,98,67,569	98.2066%
Less: Invalid Electronic votes	Nil	Nil	Nil
<b>Net Valid Electronic Votes (A)</b>	<b>27</b>	<b>1,98,67,569</b>	<b>98.2066%</b>
Total Poll Forms received	29	3,62,807	1.7934%
Less: Invalid Poll Forms	Nil	Nil	Nil



<b>Net Valid Poll Forms received (B)</b>	<b>29</b>	<b>3,62,807</b>	<b>1.7934%</b>
<b>Total Votes - (A+B)</b>	<b>56</b>	<b>2,02,30,376</b>	<b>100.00%</b>
Assenting	56	2,02,30,376	100.00%
Dissenting	Nil	Nil	Nil

Accordingly, out of 2,02,30,376 votes cast (e-voting and ballot), 2,02,30,376 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; Nil votes were cast DISSENTING to the Special Resolution constituting 0.00% of the total votes cast.

Thus, the Special Resolution as contained in Item No.8 is passed with requisite majority.

**(i) Resolution No.9:- Special Resolution**

Payment of remuneration to Mr. Ganapathy Vishwanathan, Non-Executive Non Independent director:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	28	1,98,77,507	99.6867%
Less: Invalid Electronic votes	Nil	Nil	Nil
<b>Net Valid Electronic Votes (A)</b>	<b>28</b>	<b>1,98,77,507</b>	<b>99.6867%</b>
Total Poll Forms received	26	62,467	0.3133%
Less: Invalid Poll Forms	Nil	Nil	Nil
<b>Net Valid Poll Forms received (B)</b>	<b>26</b>	<b>62,467</b>	<b>0.3133%</b>
<b>Total Votes - (A+B)</b>	<b>54</b>	<b>1,99,39,974</b>	<b>100.00%</b>
Assenting	54	1,99,39,974	100.00%
Dissenting	Nil	Nil	Nil

Accordingly, out of 1,99,39,974 votes cast (e-voting and ballot), 1,99,39,974 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; Nil votes were cast DISSENTING to the Special Resolution constituting 0.00% of the total votes cast.

Thus, the Special Resolution as contained in Item No.9 is passed with requisite majority.

\* Mr. Ganapathy Vishwanathan and Mrs. Sudha Ganapathy, being interested in passing of the resolution - did not participated in the voting.





**(J)Resolution No.10:- Special Resolution**

Amendment of Genesys ESOP Scheme-2017 incorporating a surrender clause:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	29	1,99,27,879	98.2119%
Less: Invalid Electronic votes	Nil	Nil	Nil
<b>Net Valid Electronic Votes (A)</b>	<b>29</b>	<b>1,99,27,879</b>	<b>98.2119%</b>
Total Poll Forms received	29	3,62,807	1.7881%
Less: Invalid/ Rejected Poll Forms	Nil	Nil	Nil
<b>Net Valid Poll Forms received (B)</b>	<b>29</b>	<b>3,62,807</b>	<b>1.7881%</b>
<b>Total Votes - (A+B)</b>	<b>58</b>	<b>2,02,90,686</b>	<b>100.00%</b>
Assenting	58	2,02,90,686	100.00%
Dissenting	Nil	Nil	0.00%

Accordingly, out of 2,02,90,686 votes cast (e-voting and ballot), 2,02,90,686 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; Nil votes were cast DISSENTING to the Special Resolution constituting 0.00% of the total votes cast.

Thus, the Special Resolution as contained in Item No.10 is passed with requisite majority.

Yours Faithfully,

**For DSM & Associates**  
**Company Secretaries**

**CS Sanam Umbargikar**

**Partner**

**M. No.26141**

**CoP No.9394**



Date: 27<sup>th</sup> September, 2019.

Place: Mumbai.