

October 03, 2022

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

Dear Sir/Madam,

Sub: Voting Results of the 40th Annual General Meeting of the Company held on September 30, 2022.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the voting results of the business transacted and set out in the Notice of 40th Annual General Meeting of the Company held on September 30, 2022 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

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General information about company

Scrip code	506109
NSE Symbol	GENESYS
MSEI Symbol	NOTLISTED
ISIN	INE727B01026
Name of the company	GENESYS INTERNATIONAL CORPORATION LTD
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2022
Start time of the meeting	03:00 PM
End time of the meeting	03:06 PM

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Scrutinizer Details

Name of the Scrutinizer	Mr. Sanam Umbargikar
Firms Name	M/s. DSM & Associates
Qualification	CS
Membership Number	26141
Date of Board Meeting in which appointed	05-09-2022
Date of Issuance of Report to the company	30-09-2022

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Voting results	
Record date	23-09-2022
Total number of shareholders on record date	6905
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	61
No. of resolution passed in the meeting	9
Disclosure of notes on voting results	Add Notes

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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 (Stand-alone & Consolidated) of the Company for the financial year ended March 31, 2022 together with 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	14990902	14201056	94.7312	14201056	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		14990902	14201056	94.7312	14201056	0	100.0000
Public- Institutions	E-Voting	2451896	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2451896	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	19426905	5811407	29.9142	5811405	2	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		19426905	5811407	29.9142	5811405	2	100.0000
Total		36869703	20012463	54.2789	20012461	2	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		Re-appointment of Mrs. Saroja Malik, Director of the Company 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	14990902	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		14990902	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	2451896	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2451896	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	19426905	5811407	29.9142	5811405	2	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		19426905	5811407	29.9142	5811405	2	100.0000
Total		36869703	5811407	15.7620	5811405	2	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (3)

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 MSKA & Associates, Chartered Accountants, (FRN: 105047W) as Statutory Auditors 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	14990902	14201056	94.7312	14201056	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		14990902	14201056	94.7312	14201056	0	100.0000
Public- Institutions	E-Voting	2451896	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2451896	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	19426905	5811407	29.9142	5811405	2	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		19426905	5811407	29.9142	5811405	2	100.0000
Total		36869703	20012463	54.2789	20012461	2	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (4)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		Re-appointment of Mr. Sajid Malik (DIN: 00400366) as Managing 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	14990902	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		14990902	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	2451896	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2451896	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	19426905	5811407	29.9142	5811405	2	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		19426905	5811407	29.9142	5811405	2	100.0000
Total		36869703	5811407	15.7620	5811405	2	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		Re-appointment of Mrs. Saroja Malik (DIN: 00400421) as Whole-time 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	14990902	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		14990902	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	2451896	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2451896	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	19426905	5811407	29.9142	5811405	2	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		19426905	5811407	29.9142	5811405	2	100.0000
Total		36869703	5811407	15.7620	5811405	2	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Appointment of Ms. Bharti Sinha (DIN: 07985813) as Non-Executive 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	14990902	14201056	94.7312	14201056	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		14990902	14201056	94.7312	14201056	0	100.0000
Public- Institutions	E-Voting	2451896	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2451896	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	19426905	5811407	29.9142	5811405	2	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		19426905	5811407	29.9142	5811405	2	100.0000
Total		36869703	20012463	54.2789	20012461	2	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (7)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve remuneration to Non-Executive Directors (including Independent Directors).				
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	14990902	14201056	94.7312	14201056	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		14990902	14201056	94.7312	14201056	0	100.0000
Public-Institutions	E-Voting	2451896	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2451896	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	19426905	4096782	21.0882	4096780	2	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		19426905	4096782	21.0882	4096780	2	100.0000
Total		36869703	18297838	49.6284	18297836	2	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (8)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		To approve Material Related Party Transaction(s).						
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	14990902	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		14990902	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	2451896	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2451896	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	19426905	5811407	29.9142	5811405	2	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		19426905	5811407	29.9142	5811405	2	100.0000
Total		36869703	5811407	15.7620	5811405	2	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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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		Grant of Stock Options to the employees of Subsidiary, Associates & Joint Venture Company/ ies under "GENESYS ESOP SCHEME - 2022"						
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	14990902	14201056	94.7312	14201056	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		14990902	14201056	94.7312	14201056	0	100.0000
Public- Institutions	E-Voting	2451896	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2451896	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	19426905	5811407	29.9142	5811155	252	99.9957	0.0043
	Poll							
	Postal Ballot (if applicable)							
	Total		19426905	5811407	29.9142	5811155	252	99.9957
Total		36869703	20012463	54.2789	20012211	252	99.9987	0.0013
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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

40th Annual General Meeting of the Equity Shareholders of **Genesys International Corporation Limited** held on **Friday the 30th September, 2022, at 3.00 p.m.** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") for which purpose the Registered Office of the Company was deemed as venue in accordance with the relevant circulars issued by Ministry of Corporate Affairs.

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 and e-voting process carried out at 40th 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 remote e-voting together with the e-voting at the 40th Annual General Meeting ("AGM").

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to voting through remote e-voting as well as e-voting at the AGM on the resolutions contained in the Notice of the 40th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting and e-voting at the AGM, is conducted in fair and transparent manner and submit consolidated/combined Scrutinizer's Report of the total votes cast "In Favour" or "Against", if any, on the resolutions, to the Chairman, based on the reports generated from the remote e-voting system provided by Central Depository Services (India)



Limited ("CDSL/Service Provider"), the authorised agency to provide remote e-voting and e-voting at the AGM, as engaged by the Company.

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 and e-voting at the AGM 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 2021-22 as under: -
 - On 7th September, 2022 and addendum to the Notice of AGM was circulated on- 8th September, 2022, by email to all the Members, who had registered their email-ids with the Company/RTA;
- The Voting rights were reckoned as on Friday the 23rd September, 2022 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 Sunday the 25th September, 2022 till 5.00 p.m. on Thursday the 29th September, 2022 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" and in Marathi in "Navshakti" newspaper on 8th September, 2022.
- At the end of the voting period on 29th September, 2022 at 5.00 p.m., the voting portal of Service Provider was blocked forthwith.
- The e-voting at the AGM facility was active throughout the AGM and 15 (Fifteen) minutes post conclusion of AGM.
- The Company had issued Addendum to the Notice of Annual General Meeting, dated 8th September, 2022, intimating the shareholders and others about the addition of Item no.9 and the Explanatory Statements attached to the Notice of Annual General



- Meeting, informing "Grant of Stock Options to the employees of subsidiary, associates, joint venture company/ies, under Genesys ESOP Scheme – 2022".
- The addendum which forms an integral part of the Notice of Annual General Meeting, was sent to all the members on 8th September, 2022, by email, who had registered their email-ids with the Company /RTA /Depositories;
 - The Company also released an advertisement, informing the issue of Addendum to the Notice of Annual General Meeting, which was published in English in "Free Press Journal" newspaper dated 9th September, 2022 and in Marathi in "Nav Shakti" newspaper dated 11th September, 2022.
 - On completion of AGM, I unblocked the results of remote e-voting and e-voting at the AGM on the CDSL e-voting platform, as prescribed in sub rule 4(xii) of the said rule 20 and downloaded the 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 31st March, 2022 and the Directors' Report thereon;

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	71	2,00,04,461	2	8,000	73	2,00,12,461	100.00%
Dissent	2	2	Nil	Nil	2	2	0.00%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	73	2,00,04,463	2	8,000	75	2,00,12,463	100.00%

Accordingly, out of 2,00,12,463 votes cast (remote e-voting and e-voting at the AGM), 2,00,12,461 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the total votes cast; 2 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: -

To appoint Director in place of Mrs. Saroja Malik (DIN: 00400421), who retires by rotation and being eligible, offers himself for re -appointment:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	66	58,03,405	2	8,000	68	58,11,405	100.00%
Dissent	2	2	Nil	Nil	2	2	0.00%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	68	58,03,407	2	8,000	70	58,11,407	100.00%

Accordingly, out of 58,11,407 votes cast (remote e-voting and e-voting at the AGM), 58,11,405 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the total votes cast; 2 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.

** Directors and Shareholders who are related to Mrs. Saroja Malik, being interested in passing of the resolution and hence their voting is not considered while calculating the same.*

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

To re-appoint M/s MSKA & Associates, Chartered Accountants, (FRN: 105047W) as Statutory Auditors of the Company:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	71	2,00,04,461	2	8,000	73	2,00,12,461	100.00%
Dissent	2	2	Nil	Nil	2	2	0.00%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	73	2,00,04,463	2	8,000	75	2,00,12,463	100.00%



Accordingly, out of 2,00,12,463 votes cast (remote e-voting and e-voting at the AGM), 2,00,12,461 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the total votes cast; 2 vote 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.

(d) Resolution No.4: - Special Resolution: -

Re-appointment of Mr. Sajid Malik (DIN: 00400366) as Managing Director:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	66	58,03,405	2	8,000	68	58,11,405	100.00%
Dissent	2	2	Nil	Nil	2	2	0.00%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	68	58,03,407	2	8,000	70	58,11,407	100.00%

Accordingly, out of 58,11,407 votes cast (remote e-voting and e-voting at the AGM), 58,11,405 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; 2 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.4 is passed with requisite majority.

* Directors and Shareholders who are related to Mr. Sajid Malik, being interested in passing of the resolution and hence their voting is not considered while calculating the same.

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

Re-appointment of Mrs. Saroja Malik (DIN: 00400421) as Whole-time Director:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	66	58,03,405	2	8,000	68	58,11,405	100.00%
Dissent	2	2	Nil	Nil	2	2	0.00%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	68	58,03,407	2	8,000	70	58,11,407	100.00%



Accordingly, out of 58,11,407 votes cast (remote e-voting and e-voting at the AGM), 58,11,405 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; 2 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.

** Directors and Shareholders who are related to Mrs. Saroja Malik, being interested in passing of the resolution and hence their voting is not considered while calculating the same.*

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

To appoint Ms. Bharti Sinha (DIN: 07985813) as Non-Executive Independent Director:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	71	2,00,04,461	2	8,000	73	2,00,12,461	100.00%
Dissent	2	2	Nil	Nil	2	2	0.00%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	73	2,00,04,463	2	8,000	75	2,00,12,463	100.00%

Accordingly, out of 2,00,12,463 votes cast (remote e-voting and e-voting at the AGM), 2,00,12,461 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; 2 vote 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: -

Remuneration to Non-Executive Directors (including Independent Directors):

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	68	1,82,89,836	2	8,000	70	1,82,97,836	100.00%
Dissent	2	2	Nil	Nil	2	2	0.00%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	70	1,82,89,838	2	8,000	72	1,82,97,838	100.00%



Accordingly, out of 1,82,97,838 votes cast (remote e-voting and e-voting at the AGM), 1,82,97,836 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; 2 vote 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.

** Non-Executive Directors, Independent Directors and shareholders who are related to them, being interested in passing of the resolution and hence their voting is not considered while calculating the same.*

(h) Resolution No.8: - Ordinary Resolution: -

Material Related Party Transaction(s):

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	66	58,03,405	2	8,000	68	58,11,405	100.00%
Dissent	2	2	Nil	Nil	2	2	0.00%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	68	58,03,407	2	8,000	70	58,11,407	100.00%

Accordingly, out of 58,11,407 votes cast (remote e-voting and e-voting at the AGM), 58,11,405 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the total votes cast; 2 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.8 is passed with requisite majority.

** Directors and Shareholders who are related to Mr. Sajid Malik, being interested in passing of the resolution and hence their voting is not considered while calculating the same.*



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

Grant of Stock Options to the employees of subsidiary, associates, joint venture company/ies, under Genesys ESOP Scheme – 2022:

Particulars	Remote e-voting		e-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	69	2,00,04,211	2	8,000	71	2,00,12,211	99.9987%
Dissent	4	252	Nil	Nil	4	252	0.0013%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	73	2,00,04,463	2	8,000	75	2,00,12,463	100.00%

Accordingly, out of 2,00,12,463 votes cast (remote e-voting and e-voting at the AGM), 2,00,12,211 votes were cast ASSENTING to the Special Resolution constituting 99.9987% of the total votes cast; 252 vote were cast DISSENTING to the Special Resolution constituting 0.0013% of the total votes cast.

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

Yours Faithfully,

For DSM & Associates

Company Secretaries

UCN: P2015MH038100.

Peer Review No. 2229/2022

CS Sanam Umbargikar

Partner

M. No.F11777.

CP No.9394.

UDIN: F011777D001103549



Date: 30th September, 2022.

Place: Mumbai.