



June 14, 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 Sirs / Madam,

Sub: Outcome of Board Meeting held on June 14, 2022.

Further to our letter dated June 09, 2022 and with reference to the captioned matter, this is to inform you that the Board of Directors of the Company, at its meeting held today i.e. Tuesday, 14th June, 2022 have *inter-alia*, considered and approved following:

i. Issuance of securities on Preferential basis to Non Promoters:

Subject to approval of the shareholders of the Company and such other regulatory/governmental approvals as may be required, the Board has approved to create, offer, issue and allot on preferential basis, the following securities.

- a. Issuance of upto 8,69,565 (eight lakhs sixty nine thousand five hundred sixty five), equity shares of face value of Rs. 5/- each of the Company on a preferential basis in accordance with Chapter V with SEBI (ICDR) Regulations, 2018, as amended time to time and other applicable laws, at price of Rs. 460/- (Rupees four hundred sixty) per equity share aggregating to Rs. 39,99,99,900/- (Rupees thirty nine crore ninety nine lakh ninety nine thousand nine hundred) to Foreign Portfolio Investor, Non Promoter Public category.
- b. Issuance of upto 29,79,975 (twenty nine lakh seventy nine thousand nine hundred seventy five), equity shares of face value of Rs.5/- each of the Company on a preferential basis in accordance with Chapter V with SEBI (ICDR) Regulations, 2018, as amended from time to time and other applicable laws, at price of Rs. 470/- (Rupees four hundred seventy only) per equity shares aggregating to Rs. 140,05,88,250 (Rupees one hundred forty crore five lakh eighty eight thousand two fifty only) to Individual Investors, Non Promoter Public category.
- c. Issuance of upto 1,304,345 (thirteen lakh four thousand three hundred forty five) warrants on a preferential basis at a price of Rs. 460/- (Rupees four hundred sixty only) per warrant, each convertible into 1 (one) equity share of the face value of Rs. 5/- (Rs five only) each fully paid up at a premium of Rs. 455/- (Rs. four hundred fifty five only) per share within a period of 18 (eighteen) months from the date of allotment in accordance





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with SEBI (ICDR) Regulations, 2018, aggregating to Rs. 59,99,98,700/- (Rupees fifty nine crore ninety nine lakh ninety eight thousand seven hundred only) to Foreign Portfolio Investor Non Promoter Public category.

- d. Issuance of upto 3,19,145 (three lakh nineteen thousand one hundred forty five) warrants on a preferential basis at a price of Rs. 470/- (Rupees four hundred seventy only) per warrant, each convertible into 1 (one) equity share of the face value of Rs. 5/- (Rs five only) each fully paid up at a premium of Rs. 465/- (Rupees four hundred sixty five only) per share within a period of 18 (eighteen) months from the date of allotment in accordance with SEBI (ICDR) Regulations, 2018, aggregating to Rs. 14,99,98,150 (Rupees fourteen crore ninety nine lakhs ninety eight thousand one hundred fifty) to Individual Investor, Non Promoter Public category.

The information as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 with respect to the aforesaid Preferential Issue is enclosed as *Annexure I*

- ii. The Board approved Genesys Employee Stock Option Scheme - 2022 subject to approval of shareholders.
- iii. Consolidation of shareholding in subsidiary
- iv. The Board also approved convening of an Extra Ordinary General Meeting (EGM) of the members of the Company through Video Conferencing/ Other Audio Video means, on Saturday, July 09, 2022, along with the draft Notice to convene EGM.

The meeting commenced at 8.30 p.m. and concluded at 10.10 p.m

Please take the above on your records.

Thanking you,

Yours faithfully

for **Genesys International Corporation Limited**

Vineet Chopra
Vice President - Legal & Company Secretary



Enclosed: As above

Annexure I

Disclosure pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI circular no. CIR/CFD/CMD/4/2015 dated September 09, 2015;

A						
Sr.	Particulars	Information				
1	Type of Security	Equity shares				
2	Type of Issuance	Preferential Allotment				
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issuance of upto 869,565 (eight lakhs sixty nine thousand five hundred sixty five), equity shares of face value of Rs. 5/- each of the Company to Malabar India Fund Limited on a preferential basis in accordance with Chapter V with SEBI (ICDR) Regulations, 2018, as amended time to time and other applicable laws, at price of Rs.460/- (Rupees four hundred sixty only) per equity shares aggregating to Rs.39,99,99,900/- (Rupees thirty nine crore ninety nine lakh ninety nine thousand nine hundred only).				
4	In case of preferential issue the listed entity shall disclose the following additional details:					
i.	Name of the Investor	Malabar India Fund Limited - (non-promoter, public category)				
ii.	post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	Name	Class/Category	Pre issue shareholding	Issue of equity shares	Post issue shareholding
				No. of shares	No. of shares	No. of shares
		Malabar India Fund Limited	Public-Non promoter	NIL	869,565	21,73,910 (assuming conversion of proposed issue of warrants)
iii.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable				

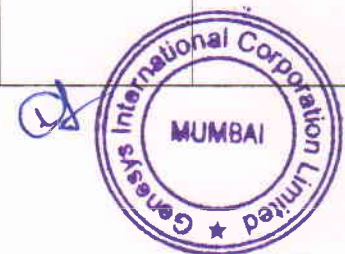




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B						
Sr.	Particulars	Information				
1	Type of Security	Equity shares				
2	Type of Issuance	Preferential Allotment				
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issuance of upto 29,79,975 (twenty nine lakh seventy nine thousand nine hundred seventy five), equity shares of face value of Rs.5/- each of the Company to Mr. Sundar Iyer, Mr. Ashish Nanda, Mr. Kamlesh Shah, Mr. Vijay Karnani, Ms. Sanjana Deepak Gupta, Mr. Inder Soni, Ms. Abhinaya Chakravarthi, Mr. Mathew Cyriac on a preferential basis in accordance with Chapter V with SEBI (ICDR) Regulations, 2018, as amended time to time and other applicable laws, at price of Rs.470/- (Rupees four hundred seventy only) per equity shares aggregating to Rs.1,40,05,88,250 (Rupees one hundred forty crore five lakh eighty eight thousand two hundred fifty only).				
4	In case of preferential issue the listed entity shall disclose the following additional details:					
i.	Name of the Investor	As per table below				
ii.	post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	Name	Class/ Category	Pre issue shareholding	Issue of Equity shares	Post issue shareholding
				No. of shares	No. of shares	No of shares
		Mr. Sundar Iyer	Public-Non promoter	552,000	638,295	15,09,440 (assuming conversion of proposed issue of warrants)
		Mr. Ashish Nanda	Public-Non promoter	NIL	982,975	982,975
		Mr. Kamlesh Shah	Public-Non promoter	167,063	638,295	805,358
		Mr. Vijay Karnani	Public-Non promoter	437,689	106,380	544,069
		Ms. Sanjana Deepak Gupta	Public-Non promoter	0	294,890	294,890





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		Mr. Inder Soni	Public- Non - promoter	137,324	106,380	243,704
		Ms. Abhinaya Chakravarthi	Public- Non - promoter	80,716	106,380	187,096
		Mr. Mathew Cyriac	Public- Non - promoter	0	106,380	106,380
iii.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable				

C

Sr.	Particulars	Information										
1	Type of Security	Warrants convertible into equity shares										
2	Type of issuance	Preferential Allotment										
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issuance of upto 13,04,345 (thirteen lakh four thousand three hundred forty five) warrants to Malabar India Fund Limited on a preferential basis at a price of Rs.460/- (Rupees four hundred sixty only) per warrant, each convertible into 1 (one) equity share of the face value of Rs. 5/- (Rs five only) each fully paid up at a premium of Rs. 455/- (Rs. four hundred fifty five only) per share within a period of 18 (eighteen) months from the date of allotment in accordance with SEBI (ICDR) Regulations, 2018, aggregating to Rs.59,99,98,700/- (Rupees fifty nine crore ninety nine lakh ninety eight thousand seven hundred only)										
4	In case of preferential issue the listed entity shall disclose the following additional details:											
i.	Names of the investor	Malabar India Fund Limited										
ii.	post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles),	<table border="1"> <thead> <tr> <th>Name</th> <th>Class/ Category</th> <th>Pre issue shareholding No. of shares</th> <th>Issue of Warrants No. of shares</th> <th>Post issue shareholding No. of shares</th> </tr> </thead> <tbody> <tr> <td>Malabar</td> <td>Public-</td> <td>NIL</td> <td>13,04,345 Warrants:</td> <td></td> </tr> </tbody> </table>	Name	Class/ Category	Pre issue shareholding No. of shares	Issue of Warrants No. of shares	Post issue shareholding No. of shares	Malabar	Public-	NIL	13,04,345 Warrants:	
Name	Class/ Category	Pre issue shareholding No. of shares	Issue of Warrants No. of shares	Post issue shareholding No. of shares								
Malabar	Public-	NIL	13,04,345 Warrants:									





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	number of investors;	Fund Managers LLP	Non - promoter		<p>Each warrant shall be convertible into one equity shares within a period of 18 months from the date of allotment at price of Rs.460/- per share i.e face value Rs. 5/- each and a premium Rs. 455/- per share</p> <p>Post issue shareholding: 21,73,910 (including proposed issue of equity shares)</p>
iii.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument				

D

Sr.	Particulars	Information
1	Type of Security	Warrants convertible into equity shares
2	Type of issuance	Preferential Allotment
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issuance of upto 319,145 (three lakh nineteen thousand one hundred forty five) warrants to Mr. Sundar Iyer on a preferential basis at a price of Rs. 470/- (Rupees four hundred seventy only) per warrant, each convertible into 1 (one) equity share of the face value of Rs. 5/- (Rs five only) each fully paid up at a premium of Rs. 465/- (Rupees four hundred sixty five only) per share within a period of 18 (eighteen) months from the date of allotment in accordance with SEBI (ICDR) Regulations, 2018, aggregating to Rs.14,99,98,150/- (Rupees fourteen crore ninety nine lakh ninety eight thousand one hundred fifty only)
4	In case of preferential issue the listed entity shall disclose the following additional details:	
i.	Names of the investor	As per table below





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ii.	post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	Name	Class/ Category	Pre issue shareholding No. of shares	Issue of Warrants No. of shares	Post issue shareholding No. of shares
		Mr. Sundar Iyer	Public- Non - promoter	5,52,000	3,19,145 Warrants.	Each warrant shall be convertible into one equity shares within a period of 18 months from the date of allotment at price of Rs. 470/- per share i.e face value Rs. 5/- each and a premium Rs. 465/- per share. Post issue shareholding: 15,09,440 (including proposed issue of equity shares)
iii.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Not applicable				

