

January 31, 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 Sirs,

**Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Sub: Submission of Notice of Postal Ballot**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the said Regulations, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement thereto for seeking approval of the Members of the Company on the following Special Business as set out in the said Postal Ballot Notice, through remote e-voting:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Type of Resolution</b>
01	Appointment of Mr. Ajay Harish Aggarwal (DIN: 02437996) as a Non-Executive Independent Director	Special

In accordance with the relevant circulars issued by MCA, the Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, January 24, 2025 ('Cut-off date').

The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility to its Members. The e-voting



will commence on Sunday, February 02, 2025, at 9:00 a.m. (IST) and shall end on Monday, March 03, 2025, at 5:00 p.m. (IST). The e-voting facility will be disabled thereafter.

The Postal Ballot Notice will also be available on the Company's website: [www.igenesys.com](http://www.igenesys.com) and on the website of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take the same on your records.

Thanking You.

Yours faithfully,  
for Genesys International Corporation Limited

Vineet Chopra  
Vice President – Legal & Company Secretary





**GENESYS INTERNATIONAL CORPORATION LIMITED**

**Registered Office:** 73A, SDF-III, SEEPZ, ANDHERI (EAST), MUMBAI-400 096

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

**Telephone:** 91 22 4488 4488; Facsimile: 91 22 2829 0603

**CIN:** L65990MH1983PLC029197

**NOTICE OF POSTAL BALLOT**

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India)**

Dear Members,

**NOTICE** is hereby given that the resolution as set out hereunder is proposed for the approval by the Members of Genesys International Corporation Limited ("**the Company**"), by means of Postal Ballot through remote e-voting i.e. voting through electronic means ("Remote e-Voting") pursuant to the provisions of Section 110, 108 of the Companies Act, 2013 ("**the Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 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 ("**MCA Circulars**"), and other applicable provisions, of the Act, rules, regulations, circular and notification, if any, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force).

<b>Sr.no.</b>	<b>Description of Special Resolution</b>
1.	Appointment of Mr. Ajay Harish Aggarwal (DIN: 02437996) as a Non-Executive Independent Director

**SPECIAL BUSINESS:**

To consider and, if thought fit, to pass the following Resolution(s), with or without modification(s):

**Item No. 1: Appointment of Mr. Ajay Harish Aggarwal (DIN: 02437996) as a Non-Executive Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) as amended from time to time read with Schedule IV to the Act and other relevant rules made thereunder, Regulation 16(1) (b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) (including any statutory modification(s) or re-enactment(s) thereof) and Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ajay Harish Aggarwal (DIN: 02437996), who was appointed as an Additional Director, (Non-Executive, Independent) of the Company with effect from December 05, 2024, and who submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Non-Executive Independent Director of the Company, be and is hereby appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) years commencing from December 05, 2024 to December 04, 2027 (both days inclusive).

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorised to take such steps, as may be required, for obtaining necessary approvals, if any and do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution and for matters concerned and incidental thereto.”

## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 108 and Section 110 of the Act and Regulation 36(3) of the SEBI Listing Regulations, setting out the material facts and reasons relating to the aforesaid resolution is annexed hereto and forms an integral part of this Postal Ballot Notice. Members are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter, record their assent or dissent through the Remote e-voting facility provided by the Company.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent via electronic mode only, to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ('Depositories') as on **Friday, January 24, 2025 ('Cut-off Date')**, and whose e-mail addresses are registered with the Company/the Registrar and Transfer Agent (RTA), Bigshare Services Private Limited and the Depositories/Depository Participants. The Company has also made necessary arrangements for the members to register their email address for receiving the Postal Ballot Notice. Members who have not registered their email address are requested to register the same as per the process mentioned below.
3. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-voting only.
4. In terms of Section 108 and Section 110 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide e-voting facility to all its Members to exercise their right to vote on the proposed resolution, through remote e-voting system. For this purpose, the Company has engaged the services of NSDL, as the authorized agency to enable Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice with relevant enclosures, has been uploaded on the website of the Company at [www.igenesys.com](http://www.igenesys.com), and on the website of NSDL, i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, January 24, 2025. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. The vote in this Postal Ballot cannot be exercised through proxy.
7. The relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement shall be open for inspection electronically, during business hours on all working days, until the last date of the Remote e-voting, basis the request of the Member(s) being sent on [investors@igenesys.com](mailto:investors@igenesys.com), mentioning their name, Folio no./Client ID and DP ID and the name of the document they wish to inspect, with a self-attested copy of their PAN Card attached to the e-mail.
8. The remote e-voting period begins on **Sunday, February 02, 2025 at 9.00 a.m. and ends on Monday, March 03, 2025 at 5.00 P.M.** The Members whose names appear in the Register

of Members/List of Beneficial Owners as received from the Depositories as on Friday, January 24, 2025, the Cut-off Date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Monday, March 03, 2025, and will be disallowed thereafter.

9. The Company has appointed Mr. Sanam Umbargikar (M. No. F11777, C. P. No.9394), of M/s DSM & Associates, Company Secretaries in Practice to act as the Scrutinizer, to scrutinize the voting conducted during the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorised by the Chairman and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the Remote e-Voting.
10. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of Remote e-voting i.e., Monday, March 03, 2025. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.igenesys.com](http://www.igenesys.com) and on the website of NSDL immediately after the declaration of results and will also be forwarded to the Stock Exchanges where the shares of the Company are listed and also be displayed on the Notice Board of the Company at its Registered Office.
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [investors@igenesys.com](mailto:investors@igenesys.com) along with the copy of the signed request letter in Form ISR -1 mentioning the name and address of the member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the member. Members holding shares in dematerialized mode are requested to register /update their email addresses with the relevant Depository Participants. In case of any queries /difficulties in registering the e-mail address, Members may write to [investors@igenesys.com](mailto:investors@igenesys.com)
12. Members are requested to note that pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, brief particulars including shareholding of the Director proposed to be appointed are given hereunder and forms part of this Postal Ballot Notice.
13. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

## 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.nsdl.com/">https://www.evoting.nsdl.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.
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.

### 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:





#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given 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.nsdl.com">https://eservices.nsdl.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 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

	<p>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.</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.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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.</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> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </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 click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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</li> </ol>



	<p>to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.</p> <p>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.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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

**B) Login Method 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) Click on [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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 to [sanam.u@dsmcs.in](mailto:sanam.u@dsmcs.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Corporate members or 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)

**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 [investors@igenesys.com](mailto:investors@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 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.

By order of the Board of Directors  
for **Genesys International Corporation Limited**

Vineet Chopra  
Vice President – Legal & Company Secretary

Mumbai, January 30, 2025  
Registered Office: 73-A, SDF-III, SEEPZ,  
Andheri (East), Mumbai - 400096  
CIN: L65990MH1983PLC029197

**EXPLANATORY STATEMENT**  
**(Pursuant to section 102 of the Companies Act, 2013)**

**Item No. 1**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Ajay Harish Aggarwal (DIN: 02437996) as Additional Non-Executive Independent Director of the Company for a term of three years with effect from December 05, 2024 to December 04, 2027 (both days inclusive) not liable to retire by rotation, subject to the approval of Members of the Company.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Aggarwal shall hold office up to the date of the ensuing AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Aggarwal are provided as an Annexure to this Notice.

Mr. Aggarwal has through a declaration to the Board confirmed *inter-alia* his consent to act as an Independent Director and that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Aggarwal is a person of integrity, possesses relevant experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director of the Company.

The Board of Directors recommends Special Resolution set forth at Item No.1 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel or their respective relatives, except Mr. Ajay Aggarwal to whom the resolution relates, are in any way concerned or interested, financially or otherwise, in the above-Resolution.

By order of the Board of Directors  
for **Genesys International Corporation Limited**

Vineet Chopra  
Vice President – Legal and Company Secretary

Mumbai, January 30, 2025  
Registered Office: 73-A, SDF-III, SEEPZ,  
Andheri (East), Mumbai - 400096  
CIN: L65990MH1983PLC029197

## Annexure-A

### [Pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard-2 on General Meetings]

<b>Name of the Director</b>	<b>Mr. Ajay Harish Aggarwal</b>
<b>Director Identification Number</b>	02437996
<b>Age</b>	68
<b>Date of first appointment</b>	December 05, 2024
<b>Qualifications</b>	Electronics & Communication Engineering degree from Delhi Board of Technical education, Delhi
<b>Nature of Expertise in specific functional areas, Brief Resume/ Experience</b>	<p>Mr. Ajay Aggarwal is a technology entrepreneur and professional having rich exposure to retail and CPG technology having been involved with India's first POS platform acquired by a U.S. tech major and subsequently founding a JV with Persistent systems for India's first marketplace e-commerce for enterprise customers.</p> <p>He has almost 3 decades of technology experience wherein he has had hands-on experience in supply chain management, operations management and understanding entire digital journeys.</p>
<b>Other Listed Companies in which they are Director excluding Directorship in unlisted public, Private and companies under Section 8 of the Companies Act, 2013</b>	NIL
<b>Chairman / Member of Committees of Genesys International Corporation Limited</b>	None
<b>Chairman / Member of Committees of Other Companies</b>	NIL
<b>Listed entities from which the person has resigned in the past three years</b>	NIL
<b>Number of Meetings of the Board attended during the year</b>	NIL
<b>Number of Equity Shares held in the Company (including shareholding as a beneficial owner )</b>	NIL
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the</b>	The Nomination and Remuneration Committee of the Board has identified amongst others the technology experience of Mr. Aggarwal in supply chain management, operations digital technology and exposure to CPT and retail technology, expertise

<b>proposed person meets such requirements</b>	in the areas of management, governance and strategy as the skills and capabilities required for the role.
<b>Terms and conditions of appointment</b>	Mr. Ajay Aggarwal will serve for a term of 3 (three) years commencing from December 05, 2024 through December 04, 2027 (both days inclusive).
<b>Remuneration sought to be paid</b>	Mr. Aggarwal will be paid sitting fees for attending meetings of the Board or Committees thereof or any other remuneration as may be approved by the Board based on the recommendation of the Nomination and Remuneration Committee.
<b>Remuneration last drawn</b>	Nil
<b>Relationship with other Director/Manager/KMP inter/se</b>	There is no inter-se relationship between Mr. Ajay Aggarwal, other members of the Board and Key Managerial Personnel of the Company.