

**PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF GENESYS INTERNATIONAL CORPORATION LIMITED HELD AT THE MIRADOR HOTEL, NEW LINK ROAD, OPP. SOLITARE CORPORATE PARK, CHAKALA, ANDHERI (EAST), MUMBAI - 400099 ON MONDAY, JANUARY 31, 2011 AT 2.30 P.M.**

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**PRESENT**

MR. SAJID MALIK : CHAIRMAN & MANAGING DIRECTOR  
MR. GANAPATHY VISHWANATHAN: DIRECTOR  
MR. SUNIL DHAGE : COMPANY SECRETARY  
MR. RATAN DAS : CFO

**MEMBERS**

In all 28 Members attended the Meeting in person as well as by proxy. This also included Members (Body Corporates), who were represented by their Authorised Representatives.

**CHAIRMAN OF THE MEETING**

Mr. Sajid Malik, Chairman & Managing Director occupied the Chair.

**WELCOME NOTE**

Mr. Sunil Dhage, Company Secretary welcomed the Shareholders to the Extra Ordinary General Meeting of their Company.

**QUORUM & PROXY**

The Shareholders were informed that the requisite quorum was present and that the Company has received Five (5) valid proxies for 70,62,826 Equity Shares and Four (4) Corporate Representations for 97,46,827 Equity Shares representing 56.32% of the Paid up Equity Share Capital of the Company.

Mr. Sunil Dhage, Company Secretary then requested the Chairman to conduct the Meeting.

**CHAIRMAN'S SPEECH**

The Chairman introduced the Directors and Officers sitting on the Dias. He called the Meeting to order and then explained the purpose of the Meeting.



The Chairman then invited Queries from the Members before putting the resolutions to vote. After answering the queries from Shareholders the Chairman took the business of the Meeting.

**Item No. 1**

**RAISING OF FUNDS**

The Chairman proposed the Special Resolution for Raising of funds which was duly seconded by the Members of the Company.

The Special Resolution was put to vote by a show of hands and it was passed unanimously.

**Item No.2**

**INCREASING IN BORROWING POWERS OF THE COMPANY**

The Ordinary resolution was duly proposed and seconded by Members of the Company.

The Ordinary resolution was put to vote by a show of hands and it was passed unanimously.

**Item No.3**

**CREATION OF MORTGAGE AND/OR CHARGE ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY**

The Ordinary resolution was duly proposed and seconded by Members of the Company.

The Ordinary resolution was put to vote by a show of hands and it was passed unanimously.

**VOTE OF THANKS**

The Chairman thanked the Members for their presence at the Meeting and declared the Meeting closed.

The Meeting concluded with a vote of thanks to the Chair.

**//Certified True Copy//**

For **GENESYS INTERNATIONAL CORPORATION LTD**

  
**SUNIL DHAGE**  
**COMPANY SECRETARY**

