

PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF GENESYS INTERNATIONAL CORPORATION LIMITED HELD AT THE HOTEL SUNCITY RESIDENCY, 16TH ROAD, MIDC, ANDHERI (EAST), MUMBAI - 400 093 ON MONDAY, SEPTEMBER 30, 2013 AT 2.30 P.M.

PRESENT

MR. GANAPATHY VISHWANATHAN : DIRECTOR
MR. SUNIL DHAGE : COMPANY SECRETARY

MEMBERS

In all 18 Members attended the Meeting in person. This also included 2 Body Corporates, which were represented by Authorised Representative.

CHAIRMAN OF THE MEETING

Mr. Ganapathy Vishwanathan, Director was unanimously elected as the Chairman of the Meeting. Mr. Ganapathy Vishwanathan 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 Six (6) valid proxies for 4,67,200 Equity Shares representing 1.56% and Two (2) Corporate Representations for 97,18,488 Equity Shares representing 32.56% 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 Officer sitting on the Dias. He called the Meeting to order and then explained the purpose of the Meeting.

The Chairman then proceeded with the business of the Meeting.



Item No. 1**Issue of 40,00,000 warrants convertible into equity shares of Rs. 5/- each fully paid up by way of Preferential Allotment**

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

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR) Regulations") as in force and subject to all other applicable rules, regulations, guidelines, notifications and circulars of the Securities and Exchange Board of India ("SEBI"), the applicable provisions of Foreign Exchange Management Act, 1999 ("FEMA"), rules, regulations, guidelines, notifications and circulars issued under FEMA including but not limited to Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, and provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India ("RBI"), the Department of Industrial Policy and Promotion, Ministry of Commerce, the Foreign Investment Promotion Board ("FIPB"), and all other authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as "Appropriate Authorities"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "Requisite Approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized at its absolute discretion to create, offer, issue and allot upto 40,00,000 warrants convertible into 40,00,000 Equity shares of Rs. 5/- (Rupees Five only) each fully paid up, in one or more tranches, to the Investors who are Non Promoters on a preferential basis, at a price which shall not be lower than the price determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, which shall be higher of the following:

1. The average of the weekly high and low of the closing prices of the related shares quoted on the Stock Exchanges with the highest trade volume during the Twenty six weeks preceding the relevant date, OR



2. The average of the weekly high and low of the closing prices of the related shares quoted on the Stock Exchanges with the highest trade volume during the two weeks preceding the relevant date.

"RESOLVED FURTHER THAT

- A. The relevant date for the purpose of issue of warrants convertible into equity shares as per Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended upto date for determination of the applicable price of equity shares arising out of conversion of warrants is 30th August, 2013 i.e. the day 30 days prior to the date of Extra Ordinary General Meeting to be held, in terms of Section 81 (1A) of the Companies Act, 1956, to consider the proposed issue.
- B. The Offer, Issue and Allotment of the aforesaid warrants shall be made at such time or times as the Board may in its absolute discretion decide.
- C. The Board may allot 40,00,000 warrants at a price of Rs. 100/- per warrant aggregating to Rs. 40,00,00,000/- (Rupees Forty Crores only), which will entitle the holder to subscribe to one Equity Share of the face value of Rs.5/- each at a price of Rs.100/- (including a premium of Rs.95/-) per Equity share of the Company against each warrant.
- D. The proposed allottees of Warrants shall, on or before the date of allotment, pay an amount equivalent to 50% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations, 2009.
- E. The amount paid wide clause D as aforesaid shall stand forfeited, if the option to acquire shares is not exercised within a period of 18 months from the date of the allotment.
- F. The Warrants shall be convertible into Equity Shares of the Company at the discretion of the holders, without any further approval of the shareholders prior to or at the time of conversion.
- G. The tenure of the warrants shall not exceed 18 months from the date of their allotment.
- H. The Warrants by itself does not give to the holder thereof any rights of the shareholders of the company.
- I. The allotment of warrants is proposed to be completed within a maximum period of 15 days from the date of passing of the resolution at the Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchanges where



the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval.

- J. In the event of the company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- K. The Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to investors who are non Promoters pursuant to the proposed Special Resolution shall be subject to lock-in for such period from the date of receipt of trading approval from all the stock exchanges where the shares of the Company are listed of such shares, consistent with SEBI (ICDR) Regulations, 2009."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment or conversion of the aforesaid warrants, listing thereof with stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue/ offer, allotment and conversion of any of the aforesaid warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *pari passu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend."

"RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-



6/e

Committee of Directors or the Chairperson or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

The Special 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.

For GENESYS INTERNATIONAL CORPORATION LTD.


SUNIL DHAGE
GROUP LEGAL HEAD & COMPANY SECRETARY

Genesys International Corporation Ltd.



GENESYSSM

*Bringing together
people and technology*

Details of voting results of the - Extraordinary General Meeting of the Company pursuant to Clause 35A of the Listing Agreement

The data as required to be reported to the Stock Exchanges as per Clause 35A of the Listing Agreement.

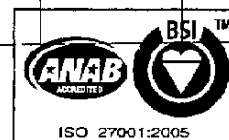
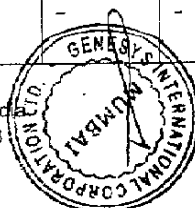
Date of the EGM	30 th September, 2013
Total number of Shareholders on Record date (Record date-23.09.2013)	3354
Number of Shareholders present in the meeting either in person or through proxy <ul style="list-style-type: none"> • Promoter and Promoter Group • Public 	2 17
Number of Shareholders attended the meeting through Video Conferencing	Not arranged

Details of Agenda and Voting Results

Item no.	Details of the Agenda	Type of Resolution	Mode of Voting	Remarks
Special Business				
1.	Issue of 40,00,000 warrants convertible into equity shares of Rs. 5/- each fully paid up by way of Preferential Allotment	Special	Show of Hands	Passed unanimously

In case of poll/postal ballot/e-voting: Not Applicable

Promoter/P ublic	No. of shares held	No. of votes Polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes - again st	% of votes in favour on votes Polled	% of votes against on votes Polled
Promoter and Promoter Group	-	-	-	-	-	-	-
Public Institutional	-	-	-	-	-	-	-



Genesys International Corporation Ltd.



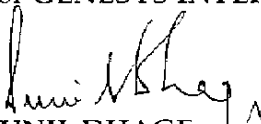
GENESYS™

*Bringing together
people and technology*

Holdings							
Public -	-	-	-	-	-	-	-
Others							
Total	-	-	-	-	-	--	-

Yours faithfully,

For GENESYS INTERNATIONAL CORPORATION LIMITED


 SUNIL DHAGE
 COMPANY SECRETARY

