



GENESYS INTERNATIONAL CORPORATION LIMITED

Registered Office: 73A, SDF-III, SEEPZ, Andheri (East), Mumbai-400096

NOTICE

Dear Members,

Notice is hereby given that an Extraordinary General Meeting of the Company will be held on Monday, 30th day of September, 2013 at 2.30 p.m. at Hotel Suncity Residency, 16th Road, MIDC, Andheri (East), Mumbai – 400 093 to transact the following business:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"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.

GENESYS INTERNATIONAL CORPORATION LIMITED

- 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 warrants 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-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."

By Order of the Board of Directors
For **GENESYS INTERNATIONAL CORPORATION LIMITED**

Sd/-
SUNIL DHAGE
COMPANY SECRETARY

Place: Mumbai
Dated: 4th September, 2013

NOTES

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED. THE PROXY FORM DULY STAMPED AND EXECUTED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
- 2) Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts is annexed hereto.
- 3) Members / Proxy holders are requested to produce duly completed and signed Attendance Slip at the time of meeting. Attendance slip and Proxy Form are attached with this notice.
- 4) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
- 5) Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution pursuant to Section 187 of the Companies Act, 1956 authorizing their representative to attend and vote on their behalf at the meeting.
- 6) M/s .Contractor, Nayak & Kishnadwala, Chartered Accountants, the Statutory Auditors of the Company, have certified that the said preferential issue is in accordance with the requirements contained in SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2009.
- 7) All documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection to the Members of the Company at the Registered Office, 73A, SDF-III, SEEPZ, ANDHERI (EAST), MUMBAI-400096, on any working day between 11.00 a.m. and 1.00 p.m. except Saturdays, Sundays and Public Holidays upto the date of the Extraordinary General Meeting.
- 8) Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Extraordinary General Meeting (EGM) by e-mail and others are sent by post. Shareholders who have received Notice of EGM by e-mail and who wish to have printed Notice of EGM, can seek copy thereof from Company's Registrar & Transfer Agent M/s. Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400 072. The Notice of the EGM will also be displayed on the website of the Company 'www.igenesys.com' and the other requirements of the aforesaid MCA circular will be duly complied with.

GENESYS INTERNATIONAL CORPORATION LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

A. Material Facts relating to the Preferential Allotment:-

In terms of Section 173 of the Companies Act, 1956, the following Explanatory Statement sets out all the material facts relating to the Item of the accompanying Notice dated 4th September, 2013 .

- 1 As the Company is on a growth trajectory, there is need to augment funds to enhance its long term resources and thereby strengthen the financial structure of the Company. The Company has been exploring various options for raising funds. The funds to be raised from the proposed issue of Warrants will be utilized for funding capital expenditure, supporting growth plans of the Company, meeting working capital requirements, providing financial support to Subsidiaries /Joint Ventures / Associates / Group /affiliated Companies in India & abroad by way of loans / investments and for general corporate purposes or any combination thereof.
- 2 The Board of Directors of the Company, at its meeting held on 4th September,2013 subject to necessary approval(s), has approved the proposal for issuing 40,00,000 warrants convertible into equity shares through preferential offer to investors who are non Promoters. The price, at which such warrants shall be converted over a period of 18 months from the date of allotment, shall be Rs.100/- per warrant. The price determined as per the provision of Regulation 76 of SEBI (ICDR) Regulations, 2009 works out to Rs. 87.52 per warrant. The Board of Directors has decided to allot warrants at Rs.100/- per warrant.
- 3 The Equity Shares allotted on exercise of option by Warrant holder pursuant to the above Resolution shall rank pari passu in all respects including dividend with the existing Equity Shares of the Company.
- 4 Pursuant to provisions of Section 81 (1A) of Companies Act, 1956, any offer or issue of warrants / shares of the Company to persons other than the exiting holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by a Special Resolution. The Listing Agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro- rata to the Shareholders unless the Shareholders in a general meeting decide otherwise.
- 5 The preferential allotment of Securities to investors who are non Promoters would be strictly in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 and the following parameters would be subject to such changes as may be required to conform to the SEBI (ICDR) Regulations, 2009. The Preferential issue would comprise of up to 40,00,000 Warrants with a right exercisable by the Warrant holder to subscribe for one Equity Share per Warrant. The holders of the Warrants shall have the option to exercise the Warrants to subscribe to Equity Shares of the Company within eighteen months of its allotment.
- 6 The pricing of the warrants to be allotted on preferential basis to investors who are non Promoters shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.
- 7 The Equity shares arising out of exercise of right attached to the warrants 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 of such shares, from all the stock exchanges, where the shares of the Company are listed, consistent with SEBI (ICDR) Regulations, 2009.

B. The details of the issue and other particulars as required in terms of SEBI (ICDR) Regulations, 2009 in relation to the resolution proposed under Item are given as under:

(i) The Objects of the issue through preferential offer:

The proceeds of the preferential offer are proposed to be utilized for augmenting the long term resources of the Company. The proceeds of the Preferential Offer would be used for funding capital expenditure, supporting growth plans of the Company, meeting working capital requirements, providing financial support to Subsidiaries /Joint Ventures / Associates / Group /affiliated Companies in India & abroad by way of loans / investments and for general corporate purposes or any combination thereof. The issue and allotment of Warrants by way of preferential allotment to the investors is by way of cash contribution.

(ii) The intention of the promoters/directors/key management persons to subscribe to the offer:

The preferential issue is being made to the investors who are Non Promoters. The Promoters /Directors / Key Management persons are not intending to subscribe to the offer. The existing promoters and management team will continue to remain in the management. Further, the composition of the present Board of Directors is not expected to undergo any change.

(iii) The Company hereby undertakes that:

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(iv) Securities to be issued:

The resolution set out hereinabove of the accompanying Notice authorises the Board to issue to the investors who are non Promoters, upto 40,00,000 warrants entitling the holder of each warrant to apply for and obtain allotment of one equity share of face value of Rs. 5/- each against each warrant in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

(v) Relevant Date:

The Relevant Date for the purpose of determining the pricing of shares arising out of Warrants in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 is 30th August, 2013 i.e. 30 days prior to the date of Extraordinary General Meeting.

(vi) Terms of Issue of Warrants to Investors who are Non Promoters:

- 1 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.
- 2 The holder of each warrant will be entitled to apply for and obtain allotment of one equity share of face value of Rs. 5/- each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the warrant holder(s) shall pay the balance of the consideration towards the subscription to each equity share. The amount so paid will be adjusted/ set-off against the issue price of the resultant Equity shares.
- 3 If the entitlement against the warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited.
- 4 Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 5/- towards equity share capital and the balance amount paid against each warrant, towards the securities premium.
- 5 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.
- 6 The warrant(s) by itself until converted into equity shares, does not give to the holder(s) thereof any rights with respect to that of a shareholder of the Company except as specified above.
- 7 The equity shares issued as above shall rank pari passu in all respects including with respect to dividend, with the then fully paid up equity shares of the Company, subject however to the provisions of the Memorandum and Articles of Association of the Company.

(vii) Particulars of Subscribers to Warrants:

The Company proposes to issue Warrants by way of preferential issue to the investors who are non Promoters as per the details given herein below:

Sr. No.	Name of the proposed warrant holders	Pre Preferential Allotment		Post Preferential Allotment(*)	
		No. of Shares	% of Total Voting Rights	No. of Warrants / Shares	% of Total Voting Rights
1	Ajay Singh (HUF) (\$)	Nil	Nil	20,00,000	5.91
2	Aeries India Private Limited (#)	Nil	Nil	20,00,000	5.91
TOTAL		Nil	Nil	40,00,000	11.82

(*) Assuming full conversion of Warrants in to Equity shares.

(\$) The proposed allottee being a HUF, is the ultimate beneficial owner of the shares and Mr. Ajay Singh, a Karta, who will ultimately control the said shares.

(#) The proposed allottee, being a private limited company is the ultimate beneficial owner of the shares and Mr. Vaibhav Rao & Mr. Venu Raman Kumar being the principal shareholders and Mr. Vaibhav Rao, Mr. Venu Raman Kumar & Mr. Sudhir A Panikassery being the Directors of the said Private Limited Company will ultimately control the said shares.

(viii) Under subscription, if any:

Any of the warrants issued as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person / entity / investor as mentioned hereinabove, on the same terms and conditions.

GENESYS INTERNATIONAL CORPORATION LIMITED

(ix) Shareholding Pattern Pre and Post Preferential Offer:

The Shareholding pattern giving the present position as also considering full allotment of warrants to the investors who are non Promoters and equity shares arising out of the conversion thereof, as per Resolution of the Notice are given below:

Category of Shareholders	Pre-Allotment		Post allotment of Equity Shares on exercise of Warrants (assuming full conversion)	
	Total No. of Shares	% of Total Voting Rights	Total No. of Shares	% of Total Voting Rights
Promoters/Promoters' Group	17564934	58.85	17564934	51.89
Mutual Funds / UTI	5800	0.02	5800	0.02
Banks, FIs, Insurance Companies etc.	1131488	3.79	1131488	3.34
Foreign Institutional Investors	3060915	10.26	3060915	9.04
Other Bodies Corporate	1262177	4.23	1262177	3.73
Non Resident Indians / Overseas Corporate Bodies	143822	0.48	143822	0.42
Public	6649317	22.27	6649317	19.65
Others – clearing Members	29059	0.10	29059	0.09
New Investors	0	0	40,00,000	11.82
Total	2,98,47,512	100	3,38,47,512	100

(x) Proposed time within which the allotment shall be completed:-

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.

(xi) Others:

The certificate of the Statutory Auditors to the effect that the present preferential offer is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be open for inspection at the Registered office of the Company on all working days except Saturdays, Sundays and Public Holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Extraordinary General Meeting.

As it is proposed to issue warrants on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 81 (1A) of the Companies Act, 1956 and Chapter VII of the SEBI (ICDR) Regulations, 2009 and other applicable provisions (if any).

The Board of Directors recommends the passing of this resolution as mentioned in the notice as a Special Resolution.

None of the directors is in any way concerned or interested in the said resolution.

By Order of the Board of Directors
For **GENESYS INTERNATIONAL CORPORATION LIMITED**

Sd/-
SUNIL DHAGE
COMPANY SECRETARY

Place: Mumbai
Dated: 4th September, 2013

GENESYS INTERNATIONAL CORPORATION LIMITED

Registered Office : 73-A, SDF-III, SEEPZ, Andheri (E), Mumbai - 400096

ATTENDANCE SLIP

(For physical holding)

(For Demat holding)

Regd. Folio No.
No. of Shares held

Client ID.
D.P. ID.

I Certify that I am a Member / Proxy for the Member of the Company.

I hereby record my presence at the **Extraordinary General Meeting** of the Company at Hotel Suncity Residency, 16th Road, MIDC, Andheri (East), Mumbai – 400 093 Maharashtra on Monday, 30th day of September, 2013 at 2. 30 p.m.

Members' / Proxy's Name in Block Letters _____
Signature _____

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

.....CUT HERE.....

GENESYS INTERNATIONAL CORPORATION LIMITED

Registered Office : 73-A, SDF-III, SEEPZ, Andheri (E), Mumbai - 400096

PROXY FORM

(For physical holding)

(For Demat holding)

Regd. Folio No.
No. of Shares held

Client ID.
D.P. ID.

I / We _____ of _____ being a Member / Members of the Company, hereby appoint _____ of _____ or failing him / her _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the **Extraordinary General Meeting** of the Company to be held at Hotel Suncity Residency, 16th Road, MIDC, Andheri (East), Mumbai – 400 093 Maharashtra on Monday, 30th day of September, 2013 at 2. 30 p.m. and at any adjournment(s) thereof .

Signed this.....day of.....2013

Signature _____

Rupee 1
Revenue
Stamp

Note: This form, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

BOOK POST

If undelivered, please return to:

GENESYS INTERNATIONAL CORPORATION LIMITED

73A, SDF-III, SEEPZ,

Andheri (East),

Mumbai-400 096

Maharashtra, India.