

**PROCEEDINGS OF THE THIRTY FIRST ANNUAL GENERAL MEETING  
OF GENESYS INTERNATIONAL CORPORATION LIMITED HELD AT  
KOHINOOR CONTINENTAL, ANDHERI KURLA ROAD, ANDHERI  
(EAST) MUMBAI 400 059, MAHARASHTRA ON FRIDAY, SEPTEMBER 20,  
2013 AT 2.30 P.M.**

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**PRESENT**

- |                               |   |                              |
|-------------------------------|---|------------------------------|
| 1. Mr. Sajid Malik            | - | Chairman & Managing Director |
| 2. Mr. Ganapathy Vishwanathan | - | Director                     |
| 3. Mr. Hemant Majethia        | - | Director                     |
| 3. Mr. Sunil Dhage            | - | Company Secretary            |
| 4. Mr. Ratan Das              | - | Chief Financial Officer      |

**MEMBERS**

In all 27 Members attended the Meeting in person and 5 attended by way of proxies. Two (2) Bodies Corporate, who were represented by their Authorised Representatives, attended the Meeting.

**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 31<sup>st</sup> Annual General Meeting of their Company.

**QUORUM & PROXY**

Mr. Sunil Dhage, Company Secretary informed that the requisite quorum was present and that the Company has received 5 valid proxies for 3,97,058 Equity Shares representing 1.31% of the Paid up Equity Share Capital of the Company and 2 (Two) Corporate Representations for 97,18,488 Equity Shares representing 32.56% of the Paid up Equity Share Capital of the Company and that the Register of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956 and the Proxy forms were placed at the table for inspection by any Member of the Company. As per the provisions of Section 230 of the Companies Act, 1956,



the Auditors' Report was kept open for inspection by any Member 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 delivered his Speech. With the permission of the present Members, the Notice of the 31<sup>st</sup> Annual General Meeting was taken as read.

The Chairman then requested, Mr. Sunil Dhage, Company Secretary to read out the Auditors' Report to the Shareholders of the Company, which was duly read by him.

The Chairman then took the business of the Meeting.

### **Item No. 1**

#### **Adoption of Accounts, Reports of the Auditors and Directors thereon:**

The Chairman proposed the following resolution for adoption of Annual Accounts of the Company for financial year ended March 31, 2013.

**"RESOLVED THAT** the audited Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss for the year ended March 31, 2013 together with Cash Flow Statement, Schedules and Notes and the Directors Report and Report of Auditors thereon be and are hereby received, considered and adopted."

The Chairman invited queries/comments from the shareholders. After having addressed the queries, the Resolution was seconded by a Member. Chairman then put the resolution to vote by show of hands, which was passed unanimously.

### **Item No.2**

#### **Declaration of Dividend:**



A handwritten signature or scribble.

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

**“RESOLVED THAT** pursuant to the recommendations made by the Board of Directors of the Company made at its meeting held on May 25, 2013, dividend at the rate of 25 paise per share of Rs. 5/- each on the paid up equity share capital of the Company be and is hereby declared and the said dividend be payable to all the shareholders of the Company whose names appear on the Register of Members/ Beneficial Owners as on September 13, 2013.”

The Chairman put the Resolution to vote, which was carried by a show of hands and it was passed unanimously.

#### Item No. 3

##### **Re-appointment of Mr. Hemant Majethia as Director of the Company:**

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

**“RESOLVED THAT** Mr. Hemant Majethia, Director of the Company who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company.”

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

#### Item No. 4

##### **Re-appointment of Mrs. Saroja Malik as Director of the Company:**

Mr. Sajid Malik, Chairman being interested in this item of business vacated from the position of the Chairman and did not participate and vote on the matter. He requested Mr. Ganapathy Vishwanathan to occupy the Chair and subsequently Mr. Ganapathy Vishwanathan occupied the Chair for this item of business and resumed the Meeting.

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



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"RESOLVED THAT Mrs. Saroja Malik, Director of the Company who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as the Director of the Company."

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

Mr. Sajid Malik, Chairman was requested to re-occupy the Chair and he occupied the chair.

#### Item No. 5

#### Re-appointment of M/s Contractor, Nayak & Kishnadwala, Chartered Accountants as Statutory Auditors of the Company:

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

"RESOLVED THAT pursuant to section 224 of the Companies Act, 1956 M/s. Contractor, Nayak & Kishnadwala, Chartered Accountants (ICAI Registration No.101961W), the retiring Auditors of the Company, being eligible for re-appointment, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

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

#### VOTE OF THANKS

Since there was no item for discussion and consideration, the Meeting ended with a vote of thanks to the Chair. The Chairman, in response, warmly acknowledged the same and thanked the Members present and announced the closure of the Thirty first Annual General Meeting of the Company.

For GENESYS INTERNATIONAL CORPORATION LTD  
  
ANIL DHAGE  
GROUP LEGAL HEAD & COMPANY SECRETARY