

Sajid Malik

702 VASTU, 7TH FLOOR, BANDSTAND, B. J. ROAD, BANDRA (WEST), MUMBAI – 400 050

Date: 28th March, 2017

BSE Limited

Corporate Relationship Department

P.J. Towers,

Dalal Street, Fort,

Mumbai - 400 001

Ph : 22721233, Fax : 22723121/3719

Scrip Code : 506109

National Stock Exchange of India Ltd.

Exchange Plaza,

Bandra-Kurla Complex,

Bandra (East)

Mumbai - 400 051

Ph : 26598235, Fax : 26598237/38

Symbol : GENESYS

Company Secretary

Genesys International Corporation Limited

73 - A SDF - III

SEEPZ, Andheri E

Mumbai 400096

Dear Sir/Madam,

Sub.: Disclosure under Regulation 29(2) of Takeover Regulations

I attach the prescribed disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**") disclosing the change in my shareholding in Genesys International Corporation Limited pursuant to disposal of 5,83,518 shares and 3,03,314 shares of the company on March 24, 2017 and March 27, 2017 respectively, in the open market.

Please acknowledge receipt of the same and take the disclosures on record.

Thanking You,

Yours faithfully,


Sajid Siraj Malik

Enclosed as above

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DISCLOSURE UNDER REGULATION 29(2) OF TAKEOVER REGULATIONS

| | | | |
|--|--|--|---|
| Name of the Target Company (TC) | Genesys International Corporation Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Sajid Siraj Malik - Seller (PACs - Saroja Siraj Malik, Sohel Siraj Malik, Kilam Holdings Ltd. and Kadam Holding Ltd.) | | |
| Whether the acquirer belongs to Promoter/Promoter group | Yes | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited and National Stock Exchange of India Limited | | |
| <i>Details of the acquisition/disposal as follows</i> | <i>Number</i> | <i>% w.r.t. total share/voting capital wherever applicable (*)</i> | <i>% w.r.t. total diluted share/voting capital of TC (**)</i> |
| Before the disposal under consideration, holding of: | | | |
| a) Shares carrying voting rights | 19,94,325 | 6.55% | 6.36% |
| b) Shares in the nature of encumbrance (pledge/ lien non-disposal undertaking/ others) | 4,03,088 | 1.32% | 1.29% |
| c) Voting rights (VR) otherwise than by shares | - | - | - |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | - | - | - |
| e) Total (a+b+c+d) | 23,97,413 | 7.87% | 7.65% |

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| | | | |
|--|-------------|-------|-------|
| Details of acquisition/sale: | | | |
| a) Shares carrying voting rights acquired/sold: | 8,86,832 | 2.91% | 2.83% |
| b) VRs acquired/sold otherwise than by shares | - | - | - |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | - | - | - |
| d) Shares encumbered / invoked/released by the acquirer | - | - | - |
| e) Total (a+b+c+/-d) | 8,86,832 | 2.91% | 2.83% |
| After the acquisition/sale, holding of: | | | |
| a) Shares carrying voting rights | 11,07,493 | 3.64% | 3.53% |
| b) Shares encumbered with the acquirer/seller | 4,03,088 | 1.32% | 1.29% |
| c) VRs otherwise than by shares | - | - | - |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | - | - | - |
| e) Total (a+b+c+d) | 15,10,581 | 4.96% | 4.82% |
| Mode of acquisition/sale (e.g. open market) | Open Market | | |



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| | |
|---|---|
| / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | |
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | March 24, 2017 and March 27, 2017 |
| Equity share capital / total voting capital of the TC before the said acquisition/sale | Rs.15,22,37,560 divided into 3,04,47,512 Equity Shares of Rs.5 each |
| Equity share capital/ total voting capital of the TC after the said acquisition/sale | Rs.15,22,37,560 divided into 3,04,47,512 Equity Shares of Rs.5 each |
| Total diluted share/voting capital of the TC after the said acquisition | Rs.15,67,12,560 divided into 3,13,42,512 Equity Shares of Rs.5 each |



Signature of the Acquirer / Seller/ Authorised Signatory :

Place: Mumbai

Date: March 28, 2017

(*) Total share capital/ voting capital to be taken as per the latest filing done on quarter ended December 31, 2016 by the company to the Stock Exchange under Regulation 31 of the Listing Regulations.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Total diluted share/voting capital of the TC is after considering the following :

- i. 1,60,700 Equity Shares allotted on March 07, 2017 pursuant to exercise of options by employees under Genesys ESOP Scheme 2010.
- ii. 7,34,300 Options outstanding under Genesys ESOP Scheme 2010.