

# Genesys International Corporation Ltd.



Bringing together  
people and technology

September 05, 2017

<b>BSE Limited</b> Corporate Relationship Department P.J. Towers, Dalal Street, Fort, Mumbai - 400 001 Ph : 22721233, Fax : 22723121/3719	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051 Ph : 26598235, Fax : 26598237/38
<b>Scrip Code : 506109</b>	<b>Symbol : GENESYS</b>

Dear Sir,

## Sub: Notice of 35<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2016-17 and E-Voting Details

This is to inform you that 35<sup>th</sup> Annual General Meeting (AGM) of the members of the Company will be held on **Thursday, September 28, 2017 at 3:00 p.m.** at Kohinoor Continental, Andheri-Kurla Road, J.B. Nagar, Andheri-East, Mumbai - 400 059 to transact the business set out in the Notice of AGM.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing e-voting facility to its members. The members holding shares either in physical form or dematerialized form, on the cut-off date i.e. Wednesday, September 20, 2017 may cast their vote electronically to transact the business set out in the Notice of AGM.

The details of e-voting, required under Rule 20 of the Companies (Management and Administration) Rules, 2014, are given hereunder:

<b>Commencement of remote e-voting</b>	<b>Monday, September 25, 2017 (9.00 a.m.)</b>
<b>Conclusion of remote e-voting</b>	<b>Wednesday, September 27, 2017 (5.00 p.m.)</b>

In case of any queries regarding e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

You are requested to take the same on record.

Thanking You,

Yours faithfully,

For **GENESYS INTERNATIONAL CORPORATION LTD**

**KUSHAL V. JAIN**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**



Regd. Office : 73-A SDF III, SEEPZ, Andheri (E), Mumbai - 400 096, India.  
Tel.: +91-22-2829 0303 • +91-22-4488 4488 • Fax : +91-22-2829 0603  
Website : [www.igenesys.com](http://www.igenesys.com) • E-mail : [investors@igenesys.com](mailto:investors@igenesys.com)  
CIN : L65990MH1983PLC029197



## NOTICE

**Notice is hereby given that the Thirty Fifth Annual General Meeting of Genesys International Corporation Limited will be held on Thursday, September 28, 2017 at 3.00 p.m. at, Kohinoor Continental, Andheri-Kurla Road, J.B. Nagar, Andheri-East, Mumbai -400 059, Maharashtra to transact the following business:**

### **ORDINARY BUSINESS:**

**1. Adoption of Accounts, Report of the Auditors and Directors thereon:**

- To receive, consider and adopt the audited standalone financial statements of the Company as at March 31, 2017 and the Reports of the Auditors and Board of Directors thereon.
- To receive, consider and adopt the audited consolidated financial statements of the Company as at March 31, 2017 and the Reports of the Auditors thereon.

**2. Declaration of Dividend:**

To declare dividend on equity shares for the financial year ended March 31, 2017.

**3. Re-appointment of Directors retiring by rotation:**

To appoint a director in place of Mr. Sohel Malik, who retires by rotation and, being eligible, offers himself for re-appointment.

**4. Appointment of Auditors:**

To ratify the appointment of Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to recommendation of the Audit Committee of the Board of Directors and pursuant to resolution passed by the members in their 32nd AGM held on September 29, 2014, the appointment of M/s. G. K. Choksi & Co., Chartered Accountants, Mumbai, bearing ICAI Registration No. 125442W, as Statutory Auditors of the Company, to hold office till the conclusion of Thirty Seventh Annual General Meeting of the Company be and is hereby ratified and confirms the appointment of M/s. G. K. Choksi & Co., Chartered Accountants, Mumbai for the financial year ending 31st March, 2018 and that the Board of Directors be and is

hereby authorised to fix the remuneration payable to them as may be determined and recommended by the Audit Committee in consultation with the Auditors, who has confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act and rule 4 of the Companies (Audit and Auditors) Rules, 2014."

### **SPECIAL BUSINESS:**

**5. Re-appointment of Mr. Sajid Malik (DIN:00400366) as Managing Director:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board, subject to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder or any amendments or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, consent of the Members be and is hereby accorded for re-appointment of Mr. Sajid Malik as Managing Director designated as 'Chairman & Managing Director' of the Company w.e.f. 1st September, 2017 for a period of 5 (five) years on such terms and conditions including such remuneration as elucidated in the Explanatory Statements annexed to the Notice and incorporated in the agreement to be entered into between the Company and Mr. Sajid Malik and approved by the Board with further liberty to the Board of Directors of the Company from time to time to alter the terms and conditions of appointment and remuneration of Mr. Sajid Malik in the best interest of the Company and as may be permissible at law."

**"RESOLVED FURTHER THAT** approval be and is hereby accorded for the overall maximum remuneration payable to Mr. Sajid Malik as Managing Director, not exceeding the overall ceiling as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

**"RESOLVED FURTHER THAT** any Director of the Company and/or Mr. Kushal V. Jain, Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

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### 6. Re-appointment of Mrs. Saroja Malik (DIN:00400421) as Whole-time Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board, subject to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder or any amendments or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, consent of the Members be and is hereby accorded for re-appointment of Mrs. Saroja Malik as Whole-time Director of the Company w.e.f. August 17, 2017 for a period of 5 (five) years on such terms and conditions including such remuneration as elucidated in the Explanatory Statements annexed to the Notice and incorporated in the agreement to be entered into between the Company and Mrs. Saroja Malik and approved by the Board with further liberty to the Board of Directors of the Company from time to time to alter the terms and conditions of appointment and remuneration of Mrs. Saroja Malik in the best interest of the Company and as may be permissible at law”.

**“RESOLVED FURTHER THAT** approval be and is hereby accorded for the overall maximum remuneration payable to Mrs. Saroja Malik as Whole-time Director, not exceeding the overall ceiling as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** any Director of the Company and/or Mr. Kushal V. Jain, Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

### 7. Re-appointment of Mr. Sohel Malik (DIN:00987676) as Executive Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board, subject to the provisions of Section 196, 197, 203 and other applicable provisions,

if any, of the Companies Act, 2013 and the Rules made thereunder or any amendments or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, consent of the Members be and is hereby accorded for re-appointment of Mr. Sohel Malik as Executive Director of the Company w.e.f. 1st September, 2017 for a period of 5 (five) years on such terms and conditions including such remuneration as elucidated in the Explanatory Statements annexed to the Notice and incorporated in the agreement to be entered into between the Company and Mr. Sohel Malik and approved by the Board with further liberty to the Board of Directors of the Company from time to time to alter the terms and conditions of appointment and remuneration of Mr. Sohel Malik in the best interest of the Company and as may be permissible at law”

**“RESOLVED FURTHER THAT** approval be and is hereby accorded for the overall maximum remuneration payable to Mr. Sohel Malik as Executive Director, not exceeding the overall ceiling as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** any Director of the Company and/or Mr. Kushal V. Jain, Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

### 8. Approval of Genesys International Corporation Limited - Employee Stock Option Plan 2017 (“Genesys ESOP Scheme - 2017”):

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, the Memorandum and Articles of Association of the Company, the circulars and notifications issued by the Reserve Bank of India, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 (collectively referred to as “SEBI (SBEB) Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other rules, regulations and guidelines that may be

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issued by SEBI and/or such other authorities from time to time and subject to such other approvals, permissions and sanctions as may be necessary from time to time and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to and accepted by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Compensation Committee of the Board), the approval and consent of the Company be and is hereby accorded to the Board to grant options and to create, issue, offer and allot equity shares and/or securities convertible into equity shares of the aggregate nominal value (including any shares allotted to employees, as defined in SEBI (SBEB) Regulations, of the subsidiary company of the Company pursuant to the resolution proposed under item no. 9) of INR 50,00,000 (Rupees Fifty Lacs only) represented by 10,00,000 (Ten Lacs) equity shares of face value INR 5/- each (or such adjusted number of equity shares as may arise after giving effect to any corporate action like split, bonus, consolidation or other re-organisation of the capital structure of the Company, as may be applicable, from time to time) to such employees of the Company whether working in India or abroad and Directors of the Company whether Whole-time Director or otherwise (hereinafter referred to as the "Employees"), as may be decided by the Board under the "**GENESYS ESOP SCHEME - 2017**" (hereinafter referred to as "**the Scheme**") in terms of this resolution, at such price and on such terms and conditions and in such tranches as may be decided by the Board, in its sole and absolute discretion in accordance with the applicable provision of any law.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this resolution, which are hereby approved by the Members, or any amendment or modification thereof, the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the terms and conditions of the Scheme from time to time as it may in its sole and absolute discretion decide, subject to the conformity with the SEBI (SBEB) Regulations.

**RESOLVED FURTHER THAT** the equity shares allotted pursuant to this resolution shall rank **pari passu** *inter se* and with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market

and that such re-pricing is not detrimental to the interest of the employees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the formulation and implementation of the Scheme and to the shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members 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 authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/ or officer(s) of the Company, to give effect to this resolution."

### 9. **Grant of stock options to the employees of Subsidiary Company/ies under "GENESYS ESOP SCHEME - 2017":**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, the Memorandum and Articles of Association of the Company, the circulars and notifications issued by the Reserve Bank of India, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 (collectively referred to as "SEBI (SBEB) Regulations"), issued by the Securities and Exchange Board of India ("SEBI") and subject to such other rules, regulations and guidelines that may be issued by SEBI and/or such other authorities from time to time and subject to such other approvals, permissions and sanctions as may be necessary from time to time and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include Compensation Committee of the Board), the approval and consent of the Company be and is hereby accorded

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to the Board to grant options and to create, issue, offer and allot equity shares and/or securities convertible into equity shares of the aggregate nominal value (including any shares allotted to employees, as defined in SEBI (SBEB) Regulations, of the holding company (i.e. the Company) pursuant to the resolution proposed under item no. 8) of INR 50,00,000 (Rupees Fifty Lacs only) represented by 10,00,000 (Ten Lacs) equity shares of face value INR 5/- each (or such adjusted number of equity shares as may arise after giving effect to any corporate action like split, bonus, consolidation or other re-organisation of the capital structure of the Company, as may be applicable, from time to time) to such employees and Directors of the subsidiary company/ies as may be decided by the Board under the “**GENESYS ESOP SCHEME - 2017**” (hereinafter referred to as “**the Scheme**”) in terms of the resolution proposed under item no. 8 of this Notice, duly passed at this meeting, at such price and on such terms and conditions and in such tranches as may be decided by the Board, in its sole and absolute discretion in accordance with the applicable provision of any law.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this resolution, which are hereby approved by the Members, or any amendment or modification thereof, the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the terms and conditions of the Scheme from time to time as it may in its sole and absolute discretion decide, subject to the conformity with the SEBI (SBEB) Regulations.

**RESOLVED FURTHER THAT** the equity shares allotted pursuant to this resolution shall rank **pari passu inter se** and with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market

and that such re-pricing is not detrimental to the interest of the employees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the formulation and implementation of the Scheme and to the shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members 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 authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/ or officer(s) of the Company, to give effect to this resolution.”

By Order of the Board of Directors

**For GENESYS INTERNATIONAL CORPORATION LIMITED**

**KUSHAL V. JAIN**  
**COMPANY SECRETARY**

Registered Office:

73A, SDF-III, SEEPZ,

Andheri (E), Mumbai - 400 096

Place: Mumbai

Dated: August 21, 2017

## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The instrument appointing a proxy, duly completed, must be deposited with the Company at its Registered Office not less than 48 hours before the time of commencement of the Meeting. A proxy form is enclosed herewith.
5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting along with their copy of Annual Report.
7. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
9. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from September 21, 2017 to September 28, 2017 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
11. The dividend on Equity Shares of the Company as recommended by the Board of Directors of the Company at its meeting held on May 30, 2017, when approved by shareholders at the ensuing Annual General Meeting will be paid within a period of 30 days from the date of declaration (subject to the provisions of Companies Act, 2013) to those shareholders:
  - a) whose names appear as Beneficial Owners as at the close of business hours on Wednesday, September 20, 2017 as per the list made available by the National Securities Depository Limited and the Central Depository Services (India) Limited in respect of the shares held in electronic form; and
  - b) Whose names appear as members after giving effect to the valid share transfers in physical form lodged with the Company / its Registrar and Transfer Agent on or before the close of business hours on Wednesday, September 20, 2017 in respect of shares held in physical form.
12. In terms of section 124(5) of the Companies Act, 2013, dividend amount for the year ended 31 March, 2010 remaining unclaimed for a period of seven years shall become due for transfer in November, 2017 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account. Members who have not claimed dividends in respect of the financial years from 2009-10 onwards are requested to approach the Company/Big Share (RTA) for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.

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13. The members are requested to:
  - a) Intimate changes in their registered address, if any, to the Registrars, in respect of their holdings in physical form.
  - b) Notify immediately, any change in their registered address or Bank mandate, to their Depository Participants and not to the Company or Registrars, in respect of their holdings in electronic form.
14. Non-Resident Indian Shareholders are requested to inform the Company immediately:
  - a) Any change in residential status on return to India for permanent settlement
  - b) The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
15. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making nominations may procure the prescribed Form SH-13 from the Registrar and Transfer Agent of the Company. Members holding shares in electronic form may contact their respective depository participants for availing the said facility.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
17. Disclosure pursuant to sub-regulation (3) of Regulation 36 of the SEBI (LODR) Regulations, 2015 with respect to the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting is provided in the Report on Corporate Governance forming part of Annual Report.
18. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your E-mail Address with your Depository Participant to enable us to communicate with you via E-mail.
19. Copies of the Annual Report 2016-17 are being sent by electronic mode to all the members who's E-mail Addresses are registered with the Company / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their E-mail Addresses, physical copies of the Annual Report 2016-17 are being sent by the permitted mode.
20. The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its members through electronic mode. Accordingly, the Notice of the Thirty Fifth Annual General Meeting and instructions for E-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the members who's E-mail Addresses are registered with the Company / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their E-mail Addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
21. Members may also note that the Notice of the Thirty Fifth Annual General Meeting and the Annual Report 2016-17 will be available on the Company's website [www.igenesys.com](http://www.igenesys.com). The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at [investors@igenesys.com](mailto:investors@igenesys.com).
22. Members desiring any information relating to Annual Accounts of the Company for the year ended March 31, 2017 are requested to write to the Company at least 5 days before the date of Annual General Meeting, so as to enable the management to keep information ready.
23. Members are requested to handover the attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.

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### 24. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and sub-regulation (1) of Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 35th Annual General Meeting (AGM) by Remote e-voting i.e. the facility of casting votes by a member using an electronic voting system from a place other than venue of the annual general meeting. Remote e-voting facility will be provided by Central Depository Services Limited (CDSL).

#### The instructions for e-voting are as under:

- A. The shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date viz. Wednesday, September 20, 2017 may cast their vote electronically.
- B. A shareholder can opt for only one mode of voting i.e. remote e-voting or voting through ballot or voting at venue of AGM. In case a shareholder votes through remote e-voting as well as sends his/her vote through ballot form, the vote cast through remote e-voting shall be considered and the voting through physical ballot shall not be considered by the scrutinizer.
- C. The shareholders who have cast their votes either through remote e-voting or ballot shall be entitled to attend the meeting, however, shall not be allowed to cast their vote again at the venue of the annual general meeting.
- D. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
- E. The Company has appointed Mr. Dattatray B. Dixit, practicing chartered accountant, as the scrutinizer for conducting the e-voting process in a fair and transparent manner.

- F. The scrutinizer will submit his final and consolidated report to the Chairman of the Company within three days after the conclusion of annual general meeting.
- G. The results of annual general meeting shall be declared by the Chairman or his authorized representative or anyone Director of the Company on/ or after annual general meeting within the prescribed time limits.
- H. The result of voting will also be placed at the website of the Company viz. [www.igenesys.com](http://www.igenesys.com) and also on [www.cdslindia.com](http://www.cdslindia.com).
- I. The scrutinizer's decision on the validity of all kinds of voting will be final.

#### Instructions for Remote E-Voting

- A. In case of members receiving e-mail:
  - i. If you are holding shares in demat form and have earlier logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote for Electronic Voting Sequence Number (EVSN) of any Company, then your existing login id and password are to be used.
  - ii. If you have forgotten the password then enter the User ID and Captcha Code. Then, click on forgot password & enter the details as prompted by the system.

#### Procedure for shareholders casting their vote electronically for the First time:

- a. To initiate the voting process, log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b. Click on "Shareholders" tab to cast your votes.
- c. Thereafter, select the relevant Electronic Voting Sequence Number (EVSN) alongwith "Company Name" from the dropdown menu and click on "SUBMIT" for voting.
- d. Now, fill up the following details in the appropriate boxes:



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	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	<b>For NSDL:</b> 8 Character DP ID followed by 8 Digits Client ID <b>For CDSL:</b> 16 digits beneficiary ID	Folio Number registered with the Company
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders).	
Dividend Bank Details OR Date of Birth (DOB)	Enter your bank details or Date of Birth in dd/mm/yyyy format as recorded with your depository participant in case of electronic shares or with the company in respect of physical shares in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned above.	

\* Members who have not updated their PAN with the Company/ Depository Participant are requested to use first two characters of the first name and remaining eight digits from the sequence number. If the sequence number is less than eight digit the remaining digits should be padded with the relevant number of zeroes (0) from the left. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA0000001 in the PAN Field.

CDSL users can enter any one of the details viz. dividend bank details or date of birth, in order to login; however, NSDL users mandatorily have to mention their bank account number in order to login. In case bank details are not recorded with the depository, please enter the number of shares held by you as on the cut-off date viz. Wednesday, September 20, 2017 in the Dividend Bank details field.

- i. After entering these details appropriately, click on "SUBMIT" tab.
- ii. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein

they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- iii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- iv. Now select the relevant Electronic Voting Sequence Number (EVSN) alongwith "Company Name" on which you choose to vote.
- v. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the resolution and option "NO" implies that you dissent to the resolution.
- vi. Click on the "Resolutions File Link" if you wish to view the entire resolutions.
- vii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- ix. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- x. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

#### B. ADDITIONAL INSTRUCTIONS FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- a. Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.co.in](http://www.evotingindia.co.in) and register themselves as Corporates.

## NOTES

- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

C. The voting period begins at 9.00 a.m. on Monday, September 25, 2017 and ends on 5.00 p.m., Wednesday, September 27, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 20, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

D. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under "Help" section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

### E. INSTRUCTIONS FOR VOTING THROUGH BALLOT

The Company is providing the facility of ballot form to those shareholders, who do not have access to remote e-voting in respect of the resolutions as set out in this notice. The ballot form with instructions is enclosed along with the Annual Report. The last date for receiving the ballot form will be Wednesday, September 27, 2017 on or before 5.00 p.m. Ballot forms received after this date shall not be considered.

A shareholder may download duplicate ballot form from the website of the Company forming part of Annual Report.

Detailed instructions for voting are provided in the ballot form.

The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM through poll papers.

A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 5:

The members of the Company had, vide their resolution passed at the 30th Annual General Meeting (AGM) of the Company held on September 28, 2012, re - appointed Mr. Sajid Malik as Managing Director and designated as 'Chairman & Managing Director' of the Company for a period of 5 years with effect from September 01, 2012. The term of office of Mr. Sajid Malik as Managing Director was upto August 31, 2017.

The Board of Directors on the recommendation of Nomination & Remuneration Committee re-appointed Mr. Sajid Malik as Managing Director and designated as 'Chairman & Managing Director' in its meeting held on May 30, 2017 with effect from September 01, 2017 for a period of (5) five years.

Mr. Sajid Malik is a commerce graduate from Mumbai University, an OPM from Harvard University, Boston and a Member of the Institute of Chartered Accountants of India. He has varied experience in corporate advisory structured finance. He has an international exposure to developed markets in Europe, US and the Far East. His expertise spans over Banking, Finance, Foreign Exchange Management and Marketing.

Mr. Sajid Malik is credited for having led the Company today to be one of the leading geospatial companies doing pioneering work in urban governance, town planning and new usages of geospatial technology. Under his stewardship, the Company has worked with several local governments and also the United Nations.

The material provisions of the Agreement to be entered into between the Company and Mr. Sajid Malik are furnished below:

1. Period of Agreement - 5 years with effect from September 01, 2017

## NOTES

### 2. Terms of Remuneration:

#### a) Basic Salary

Mr. Sajid Malik shall be entitled to the following basic salary:

Particulars	Salary
Monthly	Maximum of ₹ 6,00,000/-
Yearly	Maximum of ₹ 72,00,000/-

#### b) Perquisites and Allowances:

In addition to the salary, Mr. Sajid Malik shall also be entitled to perquisites and allowances like House Rent Allowances, CCA, Medical Reimbursement, Leave Travel Allowances for self and family, club fees and personal accident insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to between the Nomination and Remuneration Committee and /or Board of Directors and Mr. Sajid Malik. However, the payment of such perquisites and allowances shall be subject to a maximum of 100% of the Annual Salary.

- i. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, 1962, wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost to the Company.
- ii. Provisions for use of Company car for office duties and telephone and other communication facilities at residence shall not be included in the computation of perquisites.

Mr. Sajid Malik shall not be subject to retirement by rotation during his tenure as a Director. No sitting fees shall be paid for attending meetings of the Board of Directors or any Committee thereof.

The agreement also provides for variation in the terms of appointment / agreement in accordance with the Companies Act, 2013, in force from time to time. The draft of the agreement to be entered into between the Company and Mr. Sajid Malik is available for inspection by the members at the Registered office of the Company between 11.00 a.m. to 1.00 p.m. on any working day of the Company till the date of ensuing Annual General Meeting.

It is hereby proposed to seek approval of members for re-appointment and remuneration payable to Mr. Sajid Malik as a Managing Director designated as 'Chairman and Managing Director' of the Company, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Sajid Malik under section 190 of Companies Act, 2013.

The Board recommends the Ordinary Resolution set out in item no. 5 of the Notice for approval by the Members.

Mr. Sajid Malik holds 15,10,581 equity shares of the face value Rs.5/- each in the Company. Mr. Sajid Malik is interested in the Resolution mentioned at the item no. 5 of the Notice with regard to his appointment. Mrs. Saroja Malik & Mr. Sohel Malik being relatives of Mr. Sajid Malik are considered to be concerned or interested in the resolution. None of the other Directors of the Company is concerned or interested in this resolution.

#### Item No. 6:

The members of the Company had, vide their resolution passed at the 32nd Annual General Meeting (AGM) of the Company held on September 29, 2014, re - appointed Mrs. Saroja Malik as Whole-time Director of the Company for a period of 3 years with effect from August 17, 2014. The term of office of Mrs. Saroja Malik as Whole-Time Director was upto August 16, 2017.

The Board of Directors on the recommendation of Nomination & Remuneration Committee re-appointed Mrs. Saroja Malik as Whole-time Director of the Company in its meeting held on May 30, 2017 with effect from August 17, 2017 for a period of (5) five years. It is recommended to the Members to consider and approve his re-appointment and terms and condition including remuneration.

As Mrs. Saroja Malik has attained the age of more than 70 years, your approval for her re-appointment is being sought by way of Special Resolution. Mrs. Saroja Malik is a Law Graduate and has vast experience in legal and Income Tax matters. She has been a valuable resource on critical legal issues including income tax, customs regulations, contracts management etc. In the opinion of the Board, her appointment would be beneficial for the Company.

## NOTES

The material provisions of the Agreement to be entered into between the Company and Mrs. Saroja Malik are furnished below:

1. Period of Agreement - 5 years with effect from August 17, 2017
2. Terms of Remuneration:
  - a) Basic Salary

Mrs. Saroja Malik shall be entitled to the following basic salary:

Particulars	Salary
Monthly	Maximum of ₹ 3,00,000/-
Yearly	Maximum of ₹ 36,00,000/-

b) Perquisites and Allowances:

In addition to the salary, Mrs. Saroja Malik shall also be entitled to perquisites and allowances like House Rent Allowances, CCA, Medical Reimbursement, Leave Travel Allowances for self and family, club fees and personal accident insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to between the Nomination and Remuneration Committee and /or Board of Directors and Mrs. Saroja Malik. However, the payment of such perquisites and allowances shall be subject to a maximum of 100% of the Annual Salary.

- i. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, 1962, wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost to the Company.
- ii. Provisions for use of Company car for office duties and telephone and other communication facilities at residence shall not be included in the computation of perquisites.

Mrs. Saroja Malik shall be subject to retirement by rotation during her tenure as a Director. No sitting fees shall be paid for attending meetings of the Board of Directors or any Committee thereof.

The agreement also provides for variation in the terms of appointment / agreement in accordance with the Companies Act, 2013, in force from time to time. The draft of the agreement to be entered into between the Company and Mrs. Saroja Malik is available for inspection by the members at the Registered

office of the Company between 11.00 a.m. to 1.00 p.m. on any working day of the Company till the date of ensuing Annual General Meeting.

It is hereby proposed to seek approval of members for re-appointment and remuneration payable to Mrs. Saroja Malik as a Whole-time Director of the Company, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mrs. Saroja Malik under section 190 of Companies Act, 2013.

The Board recommends the Special Resolution set out in item no. 6 of the Notice for approval by the Members.

Mrs. Saroja Malik holds 47,50,833 equity shares of the face value Rs.5/- each in the Company. Mrs. Saroja Malik is interested in the Resolution mentioned at the item no. 6 of the Notice with regard to her appointment. Mr. Sajid Malik & Mr. Sohail Malik being relatives of Mrs. Saroja Malik are considered to be concerned or interested in the resolution. None of the other Directors of the Company is concerned or interested in this resolution.

**Item No. 7:**

The members of the Company had, vide their resolution passed at the 30th Annual General Meeting (AGM) of the Company held on September 28, 2012, re - appointed Mr. Sohail Malik as Executive Director of the Company for a period of 5 years with effect from September 01, 2012. The term of office of Mr. Sohail Malik as Executive Director was upto August 31, 2017.

The Board of Directors on the recommendation of Nomination & Remuneration Committee re-appointed Mr. Sohail Malik as Executive Director of the Company in its meeting held on May 30, 2017 with effect from September 01, 2017 for a period of (5) five years. It is recommended to the Members to consider and approve his re-appointment and terms and condition including remuneration.

Mr. Sohail Malik is founder promoter of the Company and is a leading IT Professional. An Engineer from Northeastern University, USA, he has developed innovative approaches to use technology for various benefits. He had in past provided on-site consultancy services to many Fortune-500 and Multi National Clients in the East Coast Region of USA. All his experience of more than 18 years in IT business is being

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translated in building the Company into a strong organisation.

The material provisions of the Agreement to be entered into between the Company and Mr. Sohel Malik are furnished below:

1. Period of Agreement - 5 years with effect from September 01, 2017

2. Terms of Remuneration:

a) Basic Salary

Mr. Sohel Malik shall be entitled to the following basic salary:

Particulars	Payable (INR)	Payable (USD)
Monthly	₹ 3,00,000/-	\$ 5,400/-
Yearly	₹ 36,00,000/-	\$ 64,800/-

b) Perquisites and Allowances:

In addition to the salary, Mr. Sohel Malik shall also be entitled to perquisites and allowances like House Rent Allowances, CCA, Medical Reimbursement, Leave Travel Allowances for self and family, club fees and personal accident insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to between the Nomination and Remuneration Committee and /or Board of Directors and Mr. Sohel Malik. However, the payment of such perquisites and allowances shall be subject to a maximum of 100% of the Annual Salary.

- i. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, 1962, wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost to the Company.
- ii. Provisions for use of Company car for office duties and telephone and other communication facilities at residence shall not be included in the computation of perquisites.

Mr. Sohel Malik shall be subject to retirement by rotation during his tenure as a Director. No sitting fees shall be paid for attending meetings of the Board of Directors or any Committee thereof.

The agreement also provides for variation in the terms of appointment / agreement in accordance with the Companies

Act, 2013, in force from time to time. The draft of the agreement to be entered into between the Company and Mr. Sohel Malik is available for inspection by the members at the registered office of the Company between 11.00 a.m. to 1.00 p.m. on any working day of the Company till the date of ensuing Annual General Meeting.

It is hereby proposed to seek approval of members for re-appointment and remuneration payable to Mr. Sohel Malik as an Executive Director of the Company, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Sohel Malik under section 190 of Companies Act, 2013.

The Board recommends the Ordinary Resolution set out in item no. 7 of the Notice for approval by the Members.

Mr. Sohel Malik holds 1,000 equity shares of the face value Rs.5/- each in the Company. Mr. Sohel Malik is interested in the Resolution mentioned at the item no. 7 of the Notice with regard to his appointment. Mr. Sajid Malik & Mrs. Saroja Malik being relatives of Mr. Sohel Malik are considered to be concerned or interested in the resolution. None of the other Directors of the Company is concerned or interested in this resolution.

### Item Nos. 8 & 9:

Genesys has always believed in Stock Options as an effective instrument, to align the interest of employees with those of the Company and its shareholders, providing an opportunity to employees to share the growth of the Company, and to create long-term wealth in the hands of employees.

Your Company believes in rewarding its employees for their continued hardwork, dedication and support which has led the Company on the growth path. The Company intends to implement the “**Genesys ESOP Scheme - 2017**” with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability in sync with their own personal and professional development. This will also act as a retention tool and attract best talent available in the market.

The Board has therefore proposed to evolve “**Genesys ESOP Scheme - 2017**” (hereinafter referred to as “the Scheme”) for the benefits of employees and Directors of the Company and its Subsidiary Companies, and such other persons/entities as may

## NOTES

be prescribed by SEBI from time to time, and in accordance with the provisions of prevailing regulations.

The Board has accordingly decided to seek approval of the shareholders of the Company.

The salient features of the Scheme are as under:

**a) Brief description of the Scheme:**

In order to retain the existing employees and also to attract and retain the best talent, the Company proposes to grant stock options to its present and future employees under **Genesys ESOP Scheme – 2017** in terms of this resolutions and in accordance with the relevant provisions of the Companies Act, 2013, the rules framed there under, SEBI (SBEB) Regulations and other laws as applicable.

**b) Total number of options to be granted:**

The Options to be granted under the scheme shall not exceed 10,00,000 (Ten Lacs) equity shares and/or securities convertible into equity shares of the aggregate nominal value of INR 50,00,000 (Rupees Fifty Lacs only) represented by 10,00,000 (Ten Lacs) equity shares of face value INR 5/- each in one or more tranches.

As per SEBI (SBEB) Regulations in case of corporate action like bonus shares, split, rights issue, merger, sale of division etc. such number of equity shares of equivalent value as may arise after giving effect to such corporate actions shall be deemed to be increased in proportion to the above ceiling limit of Equity Shares.

**c) Identification of Classes of Employees entitled to participate in the Scheme:**

All permanent employees of the Company whether working in India or abroad and Directors of the Company whether Whole-time Director or Otherwise (hereinafter referred to as the "Employees"), as may be decided by the Board and also to the permanent employees and Directors of Subsidiary Companies and /or to such other persons, as may from time to time be allowed under prevailing laws, rules and regulations, and /or amendments thereto from time to time on such terms and conditions as may be decided by the Board.

However, the following persons shall not be eligible :

- (i) who are either promoter or belong to promoter group as defined in the Regulations; or
- (ii) a director who either by himself or through his relative or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the

company shall not be eligible to participate in the ESOS; and (iii) an Independent Director within the meaning of the Companies Act, 2013.

**d) Requirements of Vesting and Period of Vesting:**

The Options granted shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Company, as the case may be. The Board or the Compensation Committee of the Board may, at its discretion, lay down such performance metrics/criteria on the achievement of which the options shall vest with the employee, the detailed terms and conditions relating such vesting, and the proportion in which the options granted shall vest, etc.

The minimum period of vesting is one year from the date of grant of option and the maximum period shall be five years. The Compensation Committee shall decide on the vesting schedule. The vesting may also happen in one or more tranches as may be decided and approved by the Compensation Committee.

The options, that may lapse/expire or are forfeited, will be available for grant to the eligible employees.

**e) Maximum period (subject to regulation 18(1) of the regulations, as the case may be) within which the options / benefit shall be vested:**

The maximum period of vesting shall be as stated above in point (d).

**f) Exercise Price or Pricing Formula:**

The exercise price, as per the discretion of the Compensation Committee shall be upto 66.66% discount to the market price, which shall be the latest available closing price on the Stock Exchange, which records the highest trading volume in the Company's Equity shares on the date immediately prior to the date of the Board / Compensation Committee meeting.

**g) Exercise Period and Process of Exercise:**

The exercise period will commence from the date of vesting and will expire on completion of 2 years from the date of the vesting of the options or such other period as may be decided by the Compensation Committee, from time to time.

In order to exercise the options, the option grantee shall give a written application in the manner as prescribed. The options granted to the employees are not transferable.

## NOTES

### h) **Appraisal Process for determining eligibility of Employees to participate in the Scheme:**

The appraisal process for determining the eligibility of the employees will be specified by the Compensation Committee from time to time and shall be based on such criteria which may include but not restrict to the role, designation, past performance, future potential of the employees and shall be determined by the Compensation Committee at its sole and absolute discretion.

### i) **Maximum Number of Options to be issued per employee and in aggregate:**

The number of options that may be granted to any specific employee of the Company or of its Subsidiary Company under the Scheme, in any financial year and in aggregate under the Scheme shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.

### j) **Maximum quantum of benefits to be provided per employee under a scheme:**

Quantification of benefits to be provided per employee under a scheme is difficult. The discount on shares at the time of grant of options is upto 66.66% discount to the prevailing market price as stated above and benefits arising after sale of shares is subject to the market price of the shares as on the date of sale which is a future event and not quantifiable as on date.

### k) **Whether the scheme(s) is to be implemented and administered directly by the company or through a trust:**

The **Genesys ESOP Scheme – 2017** shall be implemented and administered directly by the Company.

### l) **Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:**

The Scheme involves issue of new shares by the company.

### m) **Disclosure and Accounting Policies:**

The Company shall comply with 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards or Policies as may be prescribed by such statutory/concerned authorities, including any disclosure requirements prescribed therein in accordance with and subject to the requirements of

Regulation 15 of SEBI (Share Based Employee Benefits) Regulations, 2014.

### n) **Adjustment in case of Corporate Actions (eg. bonus shares, split, rights issue, merger, sale of division etc):**

A fair and reasonable adjustment in the manner as provided in the said SEBI (SBEB) Regulations shall be made to the number of options and to the exercise price in case of Corporate Actions (eg. bonus shares, split, rights issue, merger, sale of division etc.) by the Company between the date of grant of options and the exercise of the options.

### o) **Perquisite Tax:**

In terms of the provisions of Section 17(2)(vi) of the Income Tax Act, 1961 and other applicable laws, the eligible employees shall be liable to pay the amount of perquisite tax and/or other taxes, charges and levies (by whatever name called) in respect of the options exercised, if any.

The Company shall be entitled to receive the entire consideration and the perquisite tax and/or other taxes, charges and levies (by whatever name called) at the time of exercise of the options by the eligible employees, irrespective of when the Company may be required to deposit the tax with the relevant authority.

### p) **Method of Valuation of Options:**

In case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used fair value of the options, shall be disclosed in the Director's Report. Impact of this difference on profits and Earning per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

The Compensation Committee will monitor the administration & superintendence of "**Genesys ESOP Scheme - 2017**" once approved by the Shareholders. The Committee shall be authorized to settle any dispute or remove any hurdle that may arise with respect to interpretation of any of the provisions of ESOP or in the implementation thereof as the Committee in its absolute discretion thinks fit.

The Company through its Board shall be entitled to vary the terms of the schemes in any manner in its sole and absolute discretion, in accordance with the applicable provisions of any law subject to the same not detrimental to the interest of the employees.

## NOTES

Accordingly, consent of the members is being sought by way of Special Resolution set as Item No. 8 & 9 of the Notice of pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI (SBEB) Regulations.

A separate resolution is required to be passed if the benefits of ESOP are to be extended to employees of the Subsidiary Companies. This separate Resolution under Item No. 9 is being proposed accordingly to cover those employees, and/or such other persons as may be permitted from time to time, under prevailing laws, rules and regulations, and/or amendments thereto from time to time.

The Board of Directors recommends the Special Resolutions as set out in item nos. 8 & 9 for the approval of the Members

The options to be granted under the scheme shall not be treated as an offer or invitation made to public for subscription in the equity shares of the Company.

Since the options under the Scheme could be also offered

and issued to the Directors and Key Managerial Personnel of the Corporation, to the extent and in the manner as may be permissible under the relevant provisions of the Companies Act, 2013, rules made there under and SEBI ESOP Regulations, such Directors and Key Managerial Personnel and their relatives are deemed to be concerned and interested, in the said resolutions.

By Order of the Board of Directors

**For GENESYS INTERNATIONAL CORPORATION LIMITED**

**KUSHAL V. JAIN  
COMPANY SECRETARY**

Registered Office:  
73A, SDF-III, SEEPZ,  
Andheri (E),  
Mumbai - 400 096

Place: Mumbai  
Dated: August 21, 2017



## NOTES

## PROFILE OF DIRECTORS BEING APPOINTED

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed/re-appointed are given below:

<b>Name of the Director</b>	<b>Mr. Sajid Malik</b>	<b>Mrs. Saroja Malik</b>	<b>Mr. Sohel Malik</b>
<b>Nature of Resolution</b>	Re-appointment as 'Managing Director'	Re-appointment as 'Whole Time Director'	Re-appointment as 'Executive Director'
<b>Date of Birth</b>	April 1, 1964	September 28, 1937	April 24, 1965
<b>Date of appointment</b>	January 17, 2000	August 17, 2000	January 17, 2000
<b>Director Identification Number</b>	00400366	00400421	00987676
<b>Qualifications</b>	B.Com, ACA, OPM (Harvard University, Boston)	B.Com., LL.B.	Engineer (Northeastern University, USA)
<b>Expertise in specific functional areas</b>	Corporate Advisory, Banking, Finance, Foreign Exchange Management, Marketing	Legal compliance, Income Tax and Customs Regulations	IT & ITES related Consultancy, Marketing
<b>Brief profile</b>	Mr. Sajid Malik is Chairman & Managing Director of Genesys International Corporation Ltd. He is a B.Com Graduate from Sydenham College, Mumbai University and is an Associate member of the Institute of Chartered Accountants of India. Under his leadership, Genesys International Corporation Ltd became a leading Geospatial mapping and survey company in India. He has varied experience in corporate advisory, structured finances. He has an international exposure to developed markets in Europe, US and the Far East. His expertise spans over GIS, Banking, Finance, Foreign Exchange Management and Marketing. He's also on the Governing Council of Association of Geospatial Industries. He was awarded by Secretary of Ministry of Earth Science for a Business Leader in Geospatial Industries. He has played pivotal role in growth of Geospatial Industry in India.	Mrs. Saroja Malik is the promoter of the Company and is associated with the company since its inception. She is a Law Graduate and has more than 30 years exhaustive experience . She associated in administration, legal compliance, and tax related issues of the Company.	Mr. Sohel Malik is a Founder Promoter of the Company. He is an Engineer from Northeastern University, USA. He was associated with on-site consultancy services to various Fortune-500 and Multi National Clients in the East Coast Region of USA. All his experience of more than 18 years in IT Industry is being translated in building Genesys International Corporation Ltd into a strong organisation.

# GENESYS INTERNATIONAL CORPORATION LIMITED

## NOTES

<b>Name of the Director</b>	<b>Mr. Sajid Malik</b>	<b>Mrs. Saroja Malik</b>	<b>Mr. Sohel Malik</b>
<b>Directorships held in other Companies</b>	1. GI Engineering Solutions Limited. 2. Ventura Guaranty Limited 3. Valeo Nutra Private Limited 4. Genesys Virtual World Limited 5. Ventura Securities Limited 6. Virtual World Spatial Technologies Private Limited	1. GI Engineering Solutions Limited. 2. Ventura Guaranty Limited 3. Valeo Nutra Private Limited	NIL
<b>Chairman / Member of Committees of the Company</b>	Corporate Social Responsibility Committee- Chairman Compensation Committee – Chairman Executive Committee – Chairman.	Corporate Social Responsibility Committee- Member Executive Committee – Member	NIL
<b>Chairman / Member of Committees of Other Companies</b>	NIL	GI Engineering Solutions Limited Member of – • Audit Committee- • Stakeholder Relationship Committee • Nomination and Remuneration Committee	NIL
<b>Number of Equity Shares held in the Company*</b>	15,10,581	47,50,833	1,000
<b>Relationship between Directors</b>	Mr. Sajid Malik is son of Mrs. Saroja Malik and Brother of Mr. Sohel Malik	Mrs. Saroja Malik is mother of Mr. Sajid Malik and Mr. Sohel Malik	Mr. Sohel Malik is son of Mrs. Saroja Malik and brother of Mr. Sajid Malik

\*Does not include 2,800 shares held jointly by Mrs. Saroja Malik with Mr. Sajid Malik



**Form No. MGT- 12  
Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the  
Companies (Management and Administration) Rules, 2014

**GENESYS INTERNATIONAL CORPORATION LIMITED**  
Registered Office: 73-A, SDF-III, SEEPZ, Andheri (E), Mumbai-400096  
Website: www.igenesys.com; E-mail: investors@igenesys.com  
CIN: L65990MH1983PLC029197

**BALLOT FORM**  
(in lieu of e-voting)

Name of the Member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

Folio No. / Client ID : \_\_\_\_\_

DP ID :

No. of Shares held :

I / We exercise my/ our vote (s) in respect of Resolution(s) to be passed for the business stated in the Notice convening the Annual General Meeting of the Company to be held on September 28, 2017 by conveying my/ our assent or dissent to the said Resolution(s) by placing the tick (✓) mark in the appropriate box below:

Resolution Number	Resolution	No of shares held by me	I / We assent to the Resolution FOR	I / We dissent to the Resolution AGAINST
<b>Ordinary business</b>				
1	Adoption of Accounts, Report of the Auditors and Directors thereon;			
2	Declaration of Dividend;			
3	Appointment of a director in place of Mr. Sohel Malik, who retires by rotation and, being eligible, offers himself for re-appointment			
4	Ratification of appointment of Statutory Auditors; and to fix their remuneration.			
<b>Special Business</b>				
5	Re-appointment of Mr. Sajid Malik (DIN:00400366) as Managing Director;			
6	Re-appointment of Mrs. Saroja Malik (DIN:00400421) as Whole-time Director; and			
7	Re-appointment of Mr. Sohel Malik (DIN:00987676) as Executive Director.			
8	Approval of Genesys International Corporation Limited - Employee Stock Option Plan 2017 ("Genesys ESOP Scheme - 2017")			
9	Grant of stock options to the employees of Subsidiary Company/ies under "GENESYS ESOP SCHEME - 2017"			

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Signature of the member

Place:

Date:



## INSTRUCTIONS

1. Members may fill up the Ballot Form and send it to Mr. Dattatray Dixit, Chartered Accountant in Practice, the Scrutinizer at 264, Maru Sadan, N.C. Kelkar Road, Dadar, Mumbai – 400 028 so as to reach on or before 5.00 pm on September 27, 2017. Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through both the processes, i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/DP ID/Client ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
10. Instructions for E-voting procedure are available in the Notice of the Annual General Meeting and are also placed on the website of the Company. ([www.igenesys.com](http://www.igenesys.com))

## ROUTE MAP FOR AGM LOCATION



(Map not to scale)



Resolution Number	Resolution	Vote	
		FOR	AGAINST
<b>Ordinary business</b>			
1	Adoption of Accounts, Report of the Auditors and Directors thereon		
2	Declaration of Dividend		
3	Appointment of a director in place of Mr. Sohel Malik, who retires by rotation and being eligible, seeks re-appointment		
4	Ratification of Appointment of Statutory Auditors; and to fix their remuneration.		
<b>Special Business</b>			
5	Re-appointment of Mr. Sajid Malik (DIN:00400366) as Managing Director;		
6	Re-appointment of Mrs. Saroja Malik (DIN:00400421) as Whole-time Director; and		
7	Re-appointment of Mr. Sohel Malik (DIN:00987676) as Executive Director.		
8	Approval of Genesys International Corporation Limited - Employee Stock Option Plan 2017 ("Genesys ESOP Scheme - 2017")		
9	Grant of stock options to the employees of Subsidiary Company/ies under "GENESYS ESOP SCHEME - 2017"		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

\_\_\_\_\_  
Signature of the shareholder

\_\_\_\_\_  
Signature of the Proxy Holder (s)

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting
- A proxy need not be a member of the Company
- This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Affix Revenue Stamp
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**GENESYS INTERNATIONAL CORPORATION LIMITED**

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

Ph: 022-44884488; Fax: 022-28290603

Website: www.igenesys.com ; E-mail: investors@igenesys.com

CIN: L65990MH1983PLC029197

**ATTENDANCE SLIP**

(For physical holding)

Registered Folio No.																			
No. of shares held																			

(For demat holding)

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 **Thirty Fifth Annual General Meeting** of the Company on the **28th day of September 2017 at 3.00 p.m.** at Kohinoor Continental, Andheri-Kurla Road, J.B. Nagar, Andheri (East), Mumbai - 400059.

Members' / Proxy's Name in Block Letters:

\_\_\_\_\_

Signature of Shareholder/ Proxy:

\_\_\_\_\_

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

