

September 28, 2018

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

Dear Sir,

Sub: Details of Voting Results of the 36th Annual General Meeting of the Company held on September 27, 2018

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the voting results of the business contained in the Notice of 36th Annual General Meeting of the Company held on September 27, 2018 in the prescribed format.

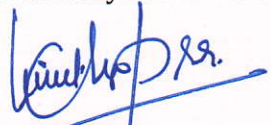
All the resolutions contained in the said Notice were passed with requisite majority.

Kindly take the above information on your record.

Thanking You,

Yours Faithfully,

For Genesys International Corporation Limited


Vineet Chopra
General Manager - Legal &
Company Secretary



Date of the AGM/EGM	September 27, 2018
Total number of shareholders on record date:	
As on September 20, 2018 being date for determining shareholders entitled to receive Dividend	5514
Cut-off date for ascertaining voting rights of Members i.e. on September 20, 2018	5514
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	37
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not applicable
Public	

Resolution required: (Ordinary) Item No. 1			Consider and Adopt Audited Financial Accounts (Standalone and Consolidated) for the financial year ended March 31, 2018 and the Report of the Auditors and Board of Directors thereon					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5)/(2)*100
Promoter and Promoter Group	E-Voting	15980902	12300202	76.97	12300202	0	100.00	0.00
	Poll		33,30,700	20.84	3330700	0	100.00	0.00
	Total		15630902	97.81	15630902	0	100.00	0.00
Public Institutions	E-Voting	2490149	703794	28.26	703794	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		703794	28.26	703794	0	100.00	0.00
Public Non Institutions	E-Voting	12500761	65612	0.52	65612	0	100.00	0.00
	Poll		3103567	24.83	3103567	0	100.00	0.00
	Total		3169179	25.35	3169179	0	100.00	0.00
Total		30971812	19503875	62.97	19503875	0	100.00	0.00

Resolution required: (Ordinary) Item No. 2			Declaration of Dividend for the financial year ended March 31, 2018					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5)/(2)*100
Promoter and Promoter Group	E-Voting	15980902	12300202	76.97	12300202	0	100.00	0.00
	Poll		3330700	20.84	3330700	0	100.00	0.00
	Total		15630902	97.81	15630902	0	100.00	0.00
Public Institutions	E-Voting	2490149	703794	28.26	703794	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		703794	28.26	703794	0	100.00	0.00
Public Non Institutions	E-Voting	12500761	65,612	0.52	65612	0	100.00	0.00
	Poll		3103567	24.83	3103567	0	100.00	0.00
	Total		3169179	25.35	3169179	0	100.00	0.00
Total		30971812	19503875	62.9730	19503875	0	100.00	0.00

Resolution required: (Ordinary) Item No. 3			Re-appointment of Mrs. Saroja Malik, who retires by rotation and being eligible offers herself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5)/(2)*100
Promoter and Promoter Group	E-Voting	15980902	0	0.00	0.00	0.00	0.00	0.00
	Poll		0	0.00	0.00	0.00	0.00	0.00
	Total		0	0.00	0.00	0.00	0.00	0.00
Public Institutions	E-Voting	2490149	703794	28.62	703794	0.00	100	0.00
	Poll		0	0.00	0	0.00	0	0.00
	Total		703794	28.62	703794	0.00	100.00	0.00
Public Non Institutions	E-Voting	12500761	65,612	0.52	60,321	5291	91.94	8.06
	Poll		3103567	24.83	3103567	0	100.00	0.00
	Total		3169179	25.35	3163888	5291	99.83	0.17
Total		30971812	3872973	12.50	3867682	5291	99.86	0.14

Resolution required: (Special) Item No. 4			To increase the limits applicable for making investments/extending loans, giving guarantees or securities in connection with loans to persons or body corporate.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5)/(2)*100
Promoter and Promoter Group	E-Voting	15980902	12300202	76.96	12300202	0	100.00	0.00
	Poll		33,30,700	20.84	3330700	0	100.00	0.00
	Total		15630902	97.80	15630902	0	100.00	0.00
Public Institutions	E-Voting	2490149	703794	28.26	703794	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		703794	28.26	703794	0	100.00	0.00
Public Non Institutions	E-Voting	12500761	65612	0.52	65607	5	99.99	0.76
	Poll		3103567	24.83	3103567	0	100.00	0.00
	Total		3169179	25.35	3169174	5	100.00	0.00
Total		30971812	19503875	62.97	19503870	5	100.00	0.00

Resolution required: (Special) Item No. 5			Loan to Private Company(s) in which Directors are interested					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5)/(2)*100
Promoter and Promoter Group	E-Voting	15980902	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	E-Voting	2490149	703794	28.26	703794	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total		703794	28.26	703794	0	100.00	0.00
Public Non Institutions	E-Voting	12500761	15240	0.12	9949	5291	65.28	34.72
	Poll		3103567	24.83	3103567	0	100.00	0.00
	Total		3118807	24.95	3113511	0	99.83	0.17
Total		30971812	3822601	12.34	3817310	5291	99.86	0.14

SCRUTINIZER'S REPORT – COMBINED

[Pursuant to provisions of section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Sajid Malik

Chairman & Managing Director

36th Annual General Meeting of the Equity Shareholders of **Genesys International Corporation Limited** held on **Thursday the 27th September, 2018**, at **3.00 p.m.** at **Kohinoor Continental, Andheri-Kurla Road, J.B. Nagar, Andheri (East), Mumbai – 400 059.**

Dear Sir,

I, CS Sanam Umbargikar, Partner of M/s. DSM & Associates, Company Secretaries, having been appointed by the Board of Directors of the **Genesys International Corporation Limited** (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process, poll process carried out at 36th Annual General Meeting pursuant to provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 and on scrutiny of the same, I submit my Combined Report on the results of the e-voting together with the voting by physical ballot forms at the 36th Annual General Meeting.

Report on Scrutiny

- The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Service provider, for the purpose of extending the facility of Remote E-Voting to the members of the Company. Bigshare Services Private Limited is Registrar and Share Transfer Agents ("RTA") of the Company
- Company has informed that, on the basis of the Register of Members and List of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of Notice of AGM along with Annual Report of 2017-18 as under :-



- On 5th September, 2018 by email to 4,269 Members, who had registered their email-ids with the Company/RTA;
- On 1st September, 2018 by Courier / Registered post to 1,245 Members, whose email ids are not registered with the Company/RTA;
- The Voting rights were reckoned as on Thursday, 20th September, 2018 being the cut-off date for the purpose of deciding the entitlements of members at the Remote E-Voting and voting at the AGM.
- Remote E-Voting process was open from 9.00 a.m. on Monday, 24th September, 2018, till 5.00 p.m. on Wednesday, 26th September, 2018, and members were required to cast their votes electronically conveying their assent or dissent in respect of Resolutions, on the Remote E-Voting platform provided by CDSL.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than 21 days before the date of AGM in English in "The Free Press Journal" newspaper dated 6th September, 2018 and in Marathi in "Navshakti" newspaper dated 7th September, 2018.
- At the end of the voting period on 26th September, 2018, at 5.00 p.m., the voting portal of Service Provider was blocked forthwith.
- At the venue of the 36th AGM of the Company, held on Thursday, 27th September, 2018, the facility to cast vote physically was provided to those members who were present in the meeting but could not earlier participate in the Remote E-Voting to record their votes.
- On completion of voting at the AGM, CDSL provided us with the list of members who had cast their votes, their holding details and details of votes cast on the resolutions.
- The votes were reconciled with the records maintained by the Company and RTA with respect to authorization / proxies lodged with the Company.
- I unblocked the Remote E-Voting result on the CDSL E-voting platform in the presence of Mr. Akshay Kamath and Ms. Pooja Bakkam, who acted as the witnesses, as prescribed in Sub Rule 4 (xii) of the said Rule 20 and downloaded the remote E-Voting results.



Combined Results of E-Voting and Ballot at the AGM are as under:

(a) Resolution No.1:- Ordinary Resolution -

Adoption of the Audited Financial Statements (Standalone and Consolidated) for the financial year ended 31st March, 2018 together with the Directors' Report and Auditor's Report thereon;

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	16	1,30,69,608	67.01%
Less: Invalid Electronic votes	NIL	NIL	0.00%
Net Valid Electronic Votes (A)	16	1,30,69,608	67.01%
Total Poll Forms received	21	64,34,267	32.99%
Less: Invalid/ Rejected Poll Forms	NIL	NIL	0.00%
Net Valid Poll Forms received (B)	21	64,34,267	32.99%
Total Votes - (A+B)	37	1,95,03,875	100.00%
Assenting	37	1,95,03,875	100.00%
Dissenting	0	0	0.00%

Accordingly, out of 1,95,03,875 votes cast (e-voting and ballot), 1,95,03,875 votes were cast ASSENTING to the Ordinary Resolution constituting 100% of the total votes cast; 0 vote were cast DISSENTING to the Ordinary Resolution constituting 0.00% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.1 is passed with requisite majority.

(b) Resolution No.2:- Ordinary Resolution -

Declaration of Dividend for the financial year ended 31st March, 2018:



Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	16	1,30,69,608	67.01%
Less: Invalid Electronic votes	NIL	NIL	0.00%
Net Valid Electronic Votes (A)	16	1,30,69,608	67.01%
Total Poll Forms received	21	64,34,267	32.99%
Less: Invalid Poll Forms	NIL	NIL	0.00%
Net Valid Poll Forms received (B)	21	64,34,267	32.99%
Total Votes – (A+B)	37	1,95,03,875	100.00%
Assenting	37	1,95,03,875	100.00%
Dissenting	0	0	0.00%

Accordingly, out of 1,95,03,875 votes cast (e-voting and ballot), 1,95,03,875 votes were cast ASSENTING to the Ordinary Resolution constituting 100% of the total votes cast; 0 vote were cast DISSENTING to the Ordinary Resolution constituting 0.00% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.2 is passed with requisite majority.

(c) Resolution No.3:- Ordinary Resolution -

Appointment of Director in place of Mrs. Saroja Malik (DIN: 00400421), who retires by rotation and being eligible, offers herself for re -appointment:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	9	7,69,406	19.87%
Less: Invalid Electronic votes	NIL	NIL	0.00%
Net Valid Electronic Votes (A)	9	7,69,406	19.87%
Total Poll Forms received	20	31,03,567	80.13%
Less: Invalid Poll Forms	NIL	NIL	0.00%
Net Valid Poll Forms received (B)	20	31,03,567	80.13%
Total Votes – (A+B)	29	38,72,973	100.00%
Assenting	28	38,67,682	99.86%
Dissenting	1	5,291	0.14%



Accordingly, out of 38,72,973 votes cast (e-voting and ballot), 38,67,682 votes were cast ASSENTING to the Ordinary Resolution constituting 99.86% of the total votes cast; 5,291 votes were cast DISSENTING to the Ordinary Resolution constituting 0.14% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.3 is passed with requisite majority.

** Promoters and Promoters groups, being Directors and relatives of Directors, are interested their voting is not considered while calculating the same.*

(d) Resolution No.4:- Special Resolution -

Increasing the limits applicable for making investments/extending loans, giving guarantees or securities in connection with loans to persons or body corporate:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	16	1,30,69,608	67.01%
Less: Invalid Electronic votes	NIL	NIL	0.00%
Net Valid Electronic Votes (A)	16	1,30,69,608	67.01%
Total Poll Forms received	21	64,34,267	32.99%
Less: Invalid Poll Forms	NIL	NIL	0.00%
Net Valid Poll Forms received (B)	21	64,34,267	32.99%
Total Votes – (A+B)	37	1,95,03,875	100.00%
Assenting	36	1,95,03,870	100%
Dissenting	1	5	0.00%

Accordingly, out of 1,95,03,875 votes cast (e-voting and ballot), 1,95,03,870 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; 5 votes were cast DISSENTING to the Special Resolution constituting 0.00% of the total votes cast.

Thus, the Special Resolution as contained in Item No.4 is passed with requisite majority.

(e) Resolution No.5:- Special Resolution -

To make Loans to Private Company(s) in which Directors are interested:



Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	8	7,19,034	18.81%
Less: Invalid Electronic votes	NIL	NIL	0.00%
Net Valid Electronic Votes (A)	8	7,19,034	18.81%
Total Poll Forms received	20	31,03,567	81.19%
Less: Invalid Poll Forms	NIL	NIL	0.00%
Net Valid Poll Forms received (B)	20	31,03,567	81.19%
Total Votes - (A+B)	28	38,22,601	100.00%
Assenting	27	38,17,310	99.86%
Dissenting	1	5,291	0.14%

Accordingly, out of 38,22,601 votes cast (e-voting and ballot), 38,17,310 votes were cast ASSENTING to the Special Resolution constituting 99.86% of the total votes cast; 5,291 votes were cast DISSENTING to the Special Resolution constituting 0.14% of the total votes cast.

Thus, the Special Resolution as contained in Item No.5 is passed with requisite majority.

** Promoters and Promoters groups, being Directors and relatives of Directors, are interested their voting is not considered while calculating the same.*

Yours Faithfully,

For DSM & Associates
Company Secretaries

CS Sanam Umbargikar
Partner

M. No.26141

CoP No.9394



Date: 27th September, 2018.

Place: Mumbai.