

## NOTICE

Notice is hereby given that the Fortieth Annual General Meeting of Genesys International Corporation Limited will be held on Friday 30<sup>th</sup> day, of September 2022 at 3:00 pm through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the relevant circulars issued by Ministry of Corporate Affairs for which purpose the Registered office of the Company shall be deemed as the venue and the proceedings of the AGM shall be deemed to be made thereat, 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 for the financial year ended March 31, 2022 together with the Reports of Board of Directors and Auditors thereon.
- To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Auditors thereon.

#### 2. Re-appointment of Director retiring by rotation:

To appoint a director in place of Mrs. Saroja Malik, who retires by rotation and being eligible, offers herself for re-appointment.

#### 3. To re-appoint M/s MSKA & Associates, Chartered Accountants, (FRN: 105047W) as Statutory Auditors of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for re-appointment of M/s. MSKA & Associates, Chartered Accountants, (FRN 105047W) as Statutory Auditors of the Company who shall hold office for a period of 4 consecutive years, from the conclusion of this 40<sup>th</sup> Annual General Meeting until the conclusion of the 44<sup>th</sup> Annual General Meeting of

the Company to be held in the year 2026, on such remuneration as may be decided by the Board of Directors in consultation with the Auditors in addition to taxes and reimbursement of out of pocket expenses incurred by the Auditors on audit.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

### SPECIAL BUSINESS

#### 4. 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 **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Sajid Malik (DIN: 00400366) as Chairman and Managing Director for the period of three year effective from 1<sup>st</sup> September, 2022 to 31<sup>st</sup> August, 2025 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Sajid Malik.

**RESOLVED FURTHER THAT** notwithstanding anything hereinabove, in the event of no profits or inadequacy of profits or in the event that the limits set out in Section 197 and/or Schedule V to the Companies Act, 2013 are exceeded in any financial year(s), during the currency of tenure of Mr. Sajid Malik

as Chairman and Managing Director of the Company, the remuneration mentioned in the Explanatory Statement be paid to Mr. Sajid Malik, as minimum remuneration.

**RESOLVED FURTHER THAT** any Director of the Company and/or, Company Secretary 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 this resolution.”

**5. 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 provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for re-appointment of Mrs. Saroja Malik (DIN: 00400421) as Whole-time Director for period of three year effective from 17<sup>th</sup> August, 2022 to 16<sup>th</sup> August, 2025 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mrs. Saroja Malik.

**RESOLVED FURTHER THAT** notwithstanding anything hereinabove, in the event of no profits or inadequacy of profits or in the event that the limits set out in Section 197 and/or Schedule V to the Companies Act, 2013 are exceeded in any financial year(s), during the currency of tenure of Mrs. Saroja Malik as Whole-time Director of the Company, the remuneration mentioned in the Explanatory

Statement be paid to Mrs. Saroja Malik, as minimum remuneration.

**RESOLVED FURTHER THAT** any Director of the Company and/or, Company Secretary 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 this resolution.”

**6. To appoint Ms. Bharti Sinha (DIN: 07985813) as Non-Executive Independent Director**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), as amended from time to time and other relevant rules made thereunder, Regulation 16(1) (b), 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) and pursuant to the recommendations of Nomination and Remuneration Committee, Ms. Bharti Sinha (DIN: 07985813), who was appointed as an Additional Director (Non-Executive Independent) on the Board of the Company with effect from 12<sup>th</sup> August, 2022 and who holds office upto the date of this Annual General Meeting under section 161(1) of the Act, meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director for a term of 5 (five) consecutive years with effect from August 12, 2022 to August 11, 2027 and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**7. Remuneration to Non-Executive Directors (including Independent Directors)**

To consider and, if thought fit, to pass the following resolution as an **Special Resolution:**

“**RESOLVED THAT** in supersession of all the earlier resolutions passed for payment of remuneration to

Non-Executive Directors (including Independent Directors) and pursuant to the provisions of Section 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to pay remuneration by way of commission or otherwise to the Non-Executive Directors of the Company for the financial year 2021-22 and thereafter, at an amount not exceeding 3% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and the said remuneration shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time;

**RESOLVED FURTHER THAT** the Board of Directors and / or any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

## 8. Material Related Party Transaction(s)

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (LODR) Regulations and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and based on recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include the Audit Committee or any other Committee constituted / to be constituted by the Board to exercise its powers conferred by this Resolution) to enter into and/or continue to enter (whether by way of an individual transaction or transactions taken

together or a series of transactions or otherwise) into Material Related Party Transaction(s) / Contract(s)/ Arrangement(s)/ Agreement(s) or transaction(s), as mentioned in detail in the Explanatory Statement annexed herewith between the Company and A.N. Virtual World Tech Ltd, Cyprus ('ANWTL'), a subsidiary of the Company, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and ANWTL, for an aggregate value not exceeding ₹ 42 crore for a period of three years during the financial years 2022-23 to 2025-26, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length pricing basis and in the ordinary course of business of.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents, seeking necessary approvals from the authorities, settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director or Chief Financial Officer, of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

By Order of the Board of Directors  
For **Genesys International Corporation Limited**

**Vineet Chopra**  
Vice President- Legal &  
Company Secretary

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

Place: Mumbai  
Dated: 05.09.2022

## NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Ordinary/ Special Business(es) to be transacted at the 40th Annual General Meeting of the Company (the "Meeting" or "AGM") under Item Nos. 3 to 8, is annexed hereto. The relevant details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), in respect of the persons seeking re-appointment as Directors or whose remuneration is proposed, are given under the heading "Profile of Directors" forming part of this Notice.
2. In accordance with the provisions of the Act read with the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular Nos. 2/2022 and 3/2022 dated May 05, 2022 (hereinafter referred to as "MCA Circulars"), the forthcoming 40th AGM of the Company is scheduled on Friday, September 30, 2022 through video conferencing ("VC") or other audio visual means ("OAVM"). Hence, members can attend and participate in the ensuing 40th AGM through VC/ OAVM.
3. In line with MCA Circulars read with circulars issued by Securities Exchange Board of India (SEBI) vide SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter referred to as ("SEBI Circular for AGM")), the Notice of 40th AGM along with the Annual Report for 2021-22 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company's Registrar & Share Transfer Agents, Bigshare Services Pvt. Ltd. ("RTA") / Depositories. Hard copies shall be sent to those members who shall request for the same. Members may note that the Notice of the 40th AGM along with the Annual Report 2021-22 is also available for download on the website of the Company at [www.igenesys.com](http://www.igenesys.com) and on the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)
4. The AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the Members will not be available. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting. The deemed venue for the 40th AGM shall be the Registered Office of the Company.
5. Pursuant to the Circulars, the Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the aforesaid Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by CDSL.
8. The Notice of the AGM has been uploaded on the website of the Company at [www.igenesys.com](http://www.igenesys.com) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM

Notice is also available on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com)

9. Since the AGM will be held through VC/ OAVM facility, the route map, proxy form and attendance slip are not annexed in this Notice.
10. As per the provisions of section 72 of the Act, the facility of making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their respective Depository Participant in case the shares are held by them in electronic form and to the Company / RTA, in case the shares are held in physical form.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company / RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
12. Members who have not yet registered their email addresses are requested to register the same with their Depository participants in case the shares are held by them in electronic mode and with the Registrar & Share Transfer Agent (RTA) of the Company in case the shares are held by them in physical form. However, for limited purpose like receiving the notice of the forthcoming Annual General Meeting and related documents, Members holding shares in electronic mode may register their email addresses with our RTA as per the process given in the e-voting instructions of the notes to this notice.
13. The Register of Members and Share Transfer Books of the Company will remain closed from, September 24, 2022 to September 30, 2022 (both days inclusive) for the purpose of Annual General Meeting
14. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members. Members seeking to inspect such documents can send an email to [investors@igenesys.com](mailto:investors@igenesys.com) All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investors@igenesys.com](mailto:investors@igenesys.com).
16. Members are requested to send all communications relating to shares, unclaimed dividends, change of address, etc. to the Registrar & Share Transfer Agent of the Company, at their address: BIGSHARE SERVICES PVT. LTD. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059 Tel. No.: 022 – 62638200, Fax.: 022 -62638299.
17. Members are requested to notify immediately any change in their addresses to the Registrar & Share Transfer Agent of the Company at the above address, if shares are held in physical form, and to the respective depository participants, if shares are held in electronic mode.
18. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
19. To prevent fraudulent transactions, we urge the Members to exercise due diligence and notify the Company of any change in address / stay abroad or demise of any Member as soon as possible. Members are requested not to leave their demat account dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
20. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
21. In terms of section 124(5) of the Companies Act, 2013, dividend amount for the year ended March 31, 2015 remaining unclaimed for a period of seven years shall become due for transfer in November, 2022 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 2014-15 onwards are requested to approach the Company/ Bigshare Services Pvt Ltd (RTA Agent) for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account. The details of such unclaimed dividends are available on the Company's website at [www.igenesys.com](http://www.igenesys.com). The unclaimed dividends and corresponding shares including all benefits accruing on such shares, if any, once transferred to the IEPF Authority can only be claimed back from the IEPF Authority, for which details are available at [www.iepf.gov.in](http://www.iepf.gov.in).

22. The Company has designated an exclusive e-mail ID called [investors@igenesys.com](mailto:investors@igenesys.com) to redress Shareholders' complaints / grievances. In case you have any queries / complaints, then please write to us at [investors@igenesys.com](mailto:investors@igenesys.com). The Company has nominated Mr. Vineet Chopra, Vice President- Legal and Company Secretary, as its Nodal Officer for the purpose of co-ordination with the IEPF Authority and the contact details of the Nodal Officer is available on Company's website.
23. Members desirous of obtaining any information/ clarification(s), intending to raise any query concerning the financial statements/Annual Report of the Company, are requested to send the same at least 7 days before the AGM mentioning their name, demat account number/folio number, email id, mobile number at [investors@igenesys.com](mailto:investors@igenesys.com) so that the same may be replied suitably.

#### **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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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 40<sup>th</sup> 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 (India) 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. Friday September 23, 2022 may cast their vote electronically.
- B. A shareholder can opt for only one mode of voting i.e. remote e-voting or voting while attending AGM through VC/OAVM facility. In case a shareholder votes through remote e-voting as well as voting during AGM through VC/OAVM, the vote cast through remote e-voting shall be considered and the voting during AGM shall not be considered by the scrutinizer.
- C. 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.
- D. The Company has appointed M/s DSM & Associates, Company Secretaries in Practice (M. No. A26141, C. P. No.9394) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall immediately after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company. The Scrutinizer shall not later than forty-eight hours from the conclusion of the meeting, submit a consolidated scrutinizer's report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall declare the result of the voting forthwith.
- F. 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.evotingindia.com](http://www.evotingindia.com).
- G. The scrutinizer's decision on the validity of all kinds of voting will be final.

**1. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The remote e-voting period begins on Sunday, September 25, 2022 at 9:00 a.m. (IST) and ends on Thursday, September 29, 2022 at 5:00 p.m. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2022 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The facility for e-voting shall also be made available at the meeting through VC or OAVM and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (v) In order to increase the efficiency of the voting process, the Company has facilitated e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (vi) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.
- (vii) Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p>

	<p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

a) Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30



Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.

- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for Genesys International Corporation Limited to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- 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).
  - 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.
  - 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.
  - 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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [sanam.u@dsmcs.in](mailto:sanam.u@dsmcs.in) & [investors@igenesys.com](mailto:investors@igenesys.com) respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
  2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
  3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
  4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investors@igenesys.com](mailto:investors@igenesys.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investors@igenesys.com](mailto:investors@igenesys.com).
  8. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
  9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM
  11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

### Item no. 3

The Shareholders of the Company, on the recommendation of the Audit Committee and Board of Directors via Postal Ballot dated 10<sup>th</sup> January, 2022 had approved the appointment of M/s MSKA & Associates, Chartered Accountants (FRN 105047W) as the Statutory Auditors of the Company to hold office w.e.f October 26, 2021 till the conclusion of this Annual General Meeting to fill the casual vacancy caused by the resignation of M/s G.K Choksi & Co., Chartered Accountants.

The Board of Directors, based on recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of M/s MSKA & Associates, Chartered Accountants, as the Statutory Auditors of the Company for a period of 4 years from the conclusion of this 40<sup>th</sup> Annual General Meeting till the conclusion of the 44<sup>th</sup> Annual General Meeting to be held in 2027.

M/s. MSKA & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

#### Brief Profile of M/s. MSKA & Associates:

M/s MSKA & Associates, Chartered Accountants, (Firm Registration Number 105047W), ("the Audit Firm"), is a firm of Chartered Accountants registered with Institute of Chartered Accountants of India (ICAI). Its head office is at Mumbai and nine (9) branches in Pune, Bengaluru, Hyderabad, Gurgoan, Kolkata, Goa, Kochi, Chennai and Ahmedabad. It provides Audit and Assurance, Tax and Consultancy Services.

The Board of Directors recommends Ordinary Resolution set out at Item No. 1 for approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution.

### Item no. 4

The members of the Company had, vide their resolution passed at the 35<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 28, 2017, 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 1<sup>st</sup> September, 2017. The term of office of Mr. Sajid Malik as Managing Director was upto 31<sup>st</sup> August, 2022. Further to this approval, the members in AGM held on 28<sup>th</sup> September, 2020 passed special resolution for approval for revision in terms of remuneration.

The Board of Directors, based 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 16<sup>th</sup> August, 2022 with effect from 1<sup>st</sup> September, 2022 for a period of (3) three 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 and is a seasoned GIS thought leader shaping the global Geospatial Industry for the past 23 years, ideating and contributing to develop policy level initiatives across US, Europe, Far East and India. Mr. Sajid Malik has many firsts to his illustrious journey from developing India's first 360 Degree Street view, creating a 3D city using Ariel LiDAR Technology, Photogrammetric mapping to Setting up India's first Lidar Data Processing capability and now he has launched an ambitious program to create India's First 3D Digital Twin's of top 100 cities. His efforts have earned him the GIS Business leader award from the Government of India and have taken him into the coveted Forbes list for being the best company under a Billion in Asia. His vision to bring innovation in Digital mapping using advanced technologies is gaining momentum and is widely believed to become a norm in multiple sectors like autonomous driving, digital gaming, metaverse etc., Mr. Sajid Malik is playing a pivotal role in defining and growing the Indian Geospatial Industry.

The material terms of appointment of Mr. Sajid Malik are as under:

1. Tenure of appointment - 3 years with effect from 1<sup>st</sup> September, 2022
2. Terms of Remuneration
  - a) Mr. Sajid Malik shall be entitled to a salary of ₹ 7,00,000/- per months with effect from 1<sup>st</sup> September 2022
  - b) Benefits and Perquisites

In addition to the salary, Mr. Sajid Malik shall also be entitled to the perquisites for self and family, viz. club fees, medical reimbursement and personal accident insurance and such other perquisites 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.

Provisions for use of Company's car for official matters 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. Mr. Sajid Malik is not disqualified from being appointed as Director in terms of Section 164 of the Act and also eligible to act as Managing Director of the Company pursuant to applicable provisions of the Act. The Company has received his consent to act as Managing Director of the Company.

#### **Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the aforesaid appointment, the Company has no profits or its profits are inadequate, the Company shall pay aforesaid remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission as minimum remuneration.

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 Special Resolution set out in item no. 4 of the Notice for approval by the Members.

Mr. Sajid Malik holds 5,10,581 equity shares of the face value ₹ 5/- each in the Company. Mr. Sajid Malik is interested in the resolution mentioned at the item no.4 of the Notice with regard to his appointment. Mrs. Saroja Malik being relative of Mr. Sajid Malik is considered to be concerned or interested in the resolution. None of the other Directors or KMP of the Company is concerned or interested in this resolution.

#### **Item No. 5:**

The members of the Company had, vide their resolution passed at the 35th Annual General Meeting (AGM) of the Company held on September 28, 2017, re - appointed Mrs. Saroja Malik as Whole-time Director of the Company for a

period of 5 years with effect from 17<sup>th</sup> August , 2017. The term of office of Mrs. Saroja Malik as Whole-time Director was upto 16<sup>th</sup> August, 2022. Further to this approval the member in AGM held on 28<sup>th</sup> September, 2020 passed special resolution for approval for revision in terms of remuneration.

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 16<sup>th</sup> August, 2022 with effect from 17<sup>th</sup> August, 2022 for a period of (3) three years.

As Mrs. Saroja Malik has attained the age of more than 70 years, approval of members 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.

The material terms of appointment are as under:

1. Tenure of appointment - 3 years with effect from 17<sup>th</sup> August, 2022
2. Terms of Remuneration

Mrs. Saroja Malik shall be entitled to a salary of ₹ 3,00,000/- per month with effect from 17<sup>th</sup> August 2022

#### b) Perquisites and Allowances:

In addition to the salary, Mrs. Saroja Malik shall also be entitled to the perquisites for self and family, viz. club fees, medical reimbursement and personal accident insurance and such other perquisites 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.

Provisions for use of Company's 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. She is not disqualified from being appointed as Director in terms of Section 164 of the Act and also eligible to act as Whole-time Director of the Company pursuant to applicable provisions of the Act. The Company has received her consent to act as Whole-time Director of the Company

**Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay aforesaid remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission as minimum remuneration.

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. 5 of the Notice for approval by the Members.

Mrs. Saroja Malik holds 37,50,833 equity shares of the face value ₹ 5/- each in the Company. Mrs. Saroja Malik is interested in the Resolution mentioned at the item no. 5 of the Notice with regard to her appointment. Mr. Sajid Malik being relative of Mrs. Saroja Malik is considered to be concerned or interested in the resolution. None of the other Directors or KMP of the Company is concerned or interested in this resolution.

The statement of disclosures pursuant to Clause B (iv) of Section II of Part II of Schedule V of the Companies Act, 2013 for Item no. 4 and 5 is as under:

I. General Information

Nature of industry	Advanced Surveying, Mapping and Geospatial Engineering Solutions and Services			
Date or expected date of commencement of commercial production	Company Incorporated: 28th January, 1983			
In case of new companies, expected date of commencement of activities as per project approved by Financial institutions appearing in the prospectus	Not applicable			
Financial performance based on given indicators	(₹ In Lakhs)			
	Particulars	FY 2021-22	FY 2020-21	FY 2019-20
	Total Income	12,404.04	8,171.49	11,682.86
	Net profit before tax	(8,056.51)	(3,998.34)	399.47
	Net profit after tax	(8,437.95)	(3,733.44)	553.33
Foreign investments or collaborations, if any.	NIL			

# GENESYS INTERNATIONAL CORPORATION LIMITED

## II. Information about the appointee:

Name of appointee	Mr. Sajid Malik	Mrs. Saroja Malik
Background details	He is a B.Com, ACA, OPM (Harvard University, Boston). He is a seasoned GIS thought leader shaping the global Geospatial Industry for the past 23 years, ideating and contributing to develop policy level initiatives across US, Europe, Far East and India	She is a Law Graduate and has more than four decades of exhaustive experience in legal and Income tax matters
Past remuneration	₹ 36.00 Lakhs per annum	₹ 36.00 Lakhs per annum
Recognition or awards	He has awarded with the GIS Business leader award from the Government of India and have taken him into the coveted Forbes list for being the best company under a Billion in Asia	None
Job profile and his suitability	As a Managing Director of the Company is responsible of Management of the Company, taking into consideration his qualification and knowledge, he is best suited for this position	As a Whole-time Director of the Company is responsible of day to day accounting and legal affairs of the Company, taking into consideration his qualification and knowledge, he is best suited for this position
Remuneration proposed	₹ 84.00 Lakhs per annum	₹ 36.00 Lakhs per annum
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into the consideration the size of the Company, the profile of Mr. Sajid Malik and responsibilities being shouldered by him, the remuneration is commensurate with Industry standards	Taking into the consideration the size of the Company, the profile of Mrs. Saroja Malik and responsibilities being shouldered by him, the remuneration is commensurate with Industry standards
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Mr. Sajid Malik is son of Mrs. Saroja Malik. Further, he has no pecuniary relationship with the Company directly or indirectly beside the remuneration and other information set out above	Mrs. Saroja Malik is Mother of Mr. Sajid Malik. Further, she has no pecuniary relationship with the Company directly or indirectly beside the remuneration and other information set out above

## III. Other information:

Reasons of loss or inadequate profits	Loss was due to Impairment of investments
Steps taken or proposed to be taken for improvement	This impairment of assets was one time. The Company has initiated several steps as explained elsewhere in the Directors reports.
Expected increase in productivity and profits in measurable terms	The Company expect profits in the forthcoming years

## IV. Disclosures:

The proposed remuneration package of Mr. Sajid Malik and Mrs. Saroja Malik is disclosed in the explanatory statement for Item no. 4 and 5 of the Notice of 40th Annual General Meeting. Disclosure on all elements of remuneration package of all the Directors of the Company have been made in the Corporate Governance Report.

**Item no. 6**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Ms. Bharti Sinha (DIN: 07985813) as Additional Director -Non-Executive Independent Director with effect from 12<sup>th</sup> August, 2022 upto the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 and is eligible to be appointed as a Director.

Ms. Bharti Sinha has a rich 35 years of experience in the technology services field with a substantial part in the geospatial space. She was also consequently appointed an Executive Director of the Association of Geospatial Industries in India, heading the Secretariat and was responsible for key representation to stakeholders including government on smart city, land records, watershed management, etc. Ms. Bharti has thus a wide exposure to the workings of the geospatial and connected technology space. Her professional experiences included being Head of MEA / APAC for Cyient business as well as setting up of the aerospace and defense offset business, Global head at Satyam BPO for GIS and engineering services. She is also an advisor to many technology start-ups and also has a strong exposure to senior talent recruitment. Bharti has B.A. (Honours) and M.A. degrees from Lady Shri Ram College for Women, University of Delhi.

Given her experience and expertise, the Board considers it desirable and in the interest of the Company to have Ms. Bharti on the Board of the Company and accordingly the Board recommends for approval of Members the appointment of Ms. Bharti Sinha as Non- Executive Independent Director for a term of 5 (five) consecutive years with effect from August 12, 2022 to August 12, 2027 and that she shall not be liable to retire by rotation.

Ms. Bharti Sinha has given declaration to the Board, inter alia, that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act along with her consent to act as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director

The Board of Directors recommends Special Resolution set out at Item No. 6 for approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution.

**Item No. 7**

Remuneration to Non-Executive Directors.

The Company had taken approval of the members, from time to time, for payment of remuneration in the form of commission or otherwise to Non-Executive Directors, The Company's Non-Executive Directors are professionals with rich experience in functional areas such as business strategy, financial governance, corporate governance, etc. The members of Nomination and Remuneration Committee and Board of Directors recommended the proposal for remuneration payable to Non-Executive Directors of the Company, by way of commission or otherwise, not exceeding 3% of the net profits of the Company calculated in accordance with the provisions of the Act, effective from the financial year 2021-22 and thereafter. The payment of such remuneration shall be in addition to the sitting fees for attending Board/Committee meetings. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Act. Accordingly, the Board recommends the resolution set forth in Item No. 7 relating to payment of remuneration to Non-Executive Directors, at an amount not exceeding 3% of the net profit of the Company, by way of Special Resolution.

In compliance with the general circular number 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice. Except the Managing Director and Key Managerial Personnel of the Company and their relatives, all Non-Executive Directors along with their relatives, are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of remuneration or fees that may be received by them.

In accordance with the provisions under Sections 149(9), 197(3) and Section II of Part II of Schedule V of the Act notified by MCA vide circulars dated March 18, 2021, companies having no / inadequate profits can pay remuneration to its Non-Executive Directors (including Independent Directors) within the limits based on the 'effective capital' of a company in accordance with the provisions contained in the amended Schedule V to the Act.



The above remuneration shall be in addition to fees payable to the Director(s) for attending meetings of the Board/ Committees or for any other purpose whatsoever, as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members. Accordingly, members' approval is sought by way of a Special Resolution for payment of remuneration to the Non-Executive Directors as set out in the said resolution.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor. None of the Directors, Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice, except the Non-Executive Directors and Independent Directors, to the extent of the remuneration that may be received by them, including for FY 2020-21

### Item No. 8

The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned Related Party Transaction (RPT). The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

Details of the proposed RPTs between the Company and A.N. Virtual World Tech Ltd, Cyprus ('ANWTL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPT
1.	A summary of the information provided by the management of the listed entity to the audit committee for approval of the proposed RPT	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	ANWTL is a subsidiary of the Company incorporated in Cyprus. The Company holds 59.37% in ANVWTL as on 31.03.2022. ANVWTL is engaged in the business of developing map database for multiple tech applications. It has the capability to offer location-based application-suite for Discovering, Evaluating & Buying through internet-connected consumer devices.
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	The Company and ANWTL have entered/propose to enter into a related party transaction for granting ANVWTL a non-exclusive, worldwide, perpetual, sublicensable license to host, store, reproduce, copy, adapt, create derivative works based on, distribute, publicly display, publicly perform, and otherwise use the Licensed Content in connection with Google products or services for an aggregate value not exceeding ₹ 42 crores.
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	35.11%

2.	Justification for why the proposed RPTs is in the interest of the Company	ANVWTL is engaged in the business of developing map database for multiple tech applications. It has the capability to globally offer location-based application-suite for Discovering, Evaluating & Buying through internet-connected consumer devices. The aforesaid transaction will help both the companies to smoothen business operations and in the best interest of both the Parties.
3.	Where the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under points: i) details of the source of funds in connection with the proposed transaction ii) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure. iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security. iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable
4.	Arm's length pricing and a statement.	The pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mr. Sajid Malik and Mr. Manish Patel are common Directors of the Company and ANVWTL.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, Key Managerial Personnels and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 8 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 8 of the Notice for approval by the Members. No Related Party shall vote on Resolution set forth at Item No. 8

## PROFILE OF DIRECTOR BEING APPOINTED/RE-APPOINTED

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and clause 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, 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>Ms. Bharti Sinha</b>
<b>Nature of Resolution</b>	Re-appointment as 'Managing Director'	Re-appointment as 'Whole Time Director'	Appointment of Non-executive Independent Director
<b>Date of Birth</b>	April 1, 1964	September 28, 1937	December 08, 1958
<b>Date of appointment</b>	January 17, 2000	August 17, 2000	August 12, 2022
<b>Director Identification Number</b>	00400366	00400421	07985813
<b>Qualifications</b>	B.Com, ACA, OPM (Harvard University, Boston)	B.Com., LL.B.	B.A. (Honours) and M.A. degrees
<b>Expertise in specific functional areas</b>	Corporate Advisory, Banking, Finance, Foreign Exchange Management, Marketing	Legal compliance, Income Tax and Customs Regulations	Geospatial and connected technology space, technology services field
<b>Brief Profile</b>	Mr. Sajid Malik, Chairman & Managing Director, Genesys International Corporation Limited, is a seasoned GIS thought leader shaping the global Geospatial Industry for the past 23 years, ideating and contributing to develop policy level initiatives across US, Europe, Far East and India. Mr. Sajid Malik has many firsts to his illustrious journey from developing India's first 360 Degree Street view, creating a 3D city using Ariel LiDAR Technology, Photogrammetric mapping to Setting up India's first Lidar Data Processing capability and now he has launched an ambitious program to create India's First 3D Digital Twin's of top 100 cities. His efforts have earned him the GIS Business leader award from the Government of India and have taken him into the coveted Forbes list for being the best company under a Billion in Asia. His vision to bring innovation in Digital mapping using advanced technologies is gaining momentum and is widely believed to become a norm in multiple sectors like autonomous driving, digital gaming, metaverse etc., He is playing a pivotal role in defining and growing the Indian Geospatial Industry.	Mrs. Saroja Malik is a Law Graduate and has more than four decades of exhaustive experience in legal and Income tax matters.	Ms. Bharti Sinha has a rich 35 years of experience in the technology services field with a substantial part in the geospatial space. Ms. Bharti was also consequently appointed an Executive Director of the Association of Geospatial Industries in India, heading the Secretariat and was responsible for key representation to stakeholders including government on smart city, land records, watershed management, etc. Ms. Bharti has thus a wide exposure to the workings of the geospatial and connected technology space. Her professional experiences included being Head of MEA / APAC for Cyient business as well as setting up of the aerospace and defense offset business, Global head at Satyam BPO for GIS and engineering services. Ms. Bharti is an advisor to many technology start-ups and also has a strong exposure to senior talent recruitment. Bharti has B.A. (Honours) and M.A. degrees from Lady Shri Ram College for Women, University of Delhi.

<b>Other Listed Companies in which they are Director excluding Directorship in unlisted public, Private and companies under Section 8 of the Companies Act , 2013</b>	1. GI Engineering Solutions Limited. 2. Ventura Guaranty Limited	1. GI Engineering Solutions Limited. 2. Ventura Guaranty Limited	1. Ridings Consulting Engineers India Ltd
<b>Chairman / Member of Committees of Genesys International Corporation Limited</b>	Chairman : 1. Corporate Social Responsibility Committee 2. Executive Committee Member: 1. Executive Committee	Chairman : NIL Member: 1. Stakeholder Relationship Committee 2. Executive Committee	NIL
<b>Chairman / Member of Committees of Other Companies</b>	NIL	<b>GI Engineering Solutions Limited</b> Chairman : 1. Stakeholder Relationship Committee Member: 1. Audit Committee 2. Nomination and Remuneration Committee	NIL
<b>Listed entities from which the person has resigned in the past three years</b>	NIL	NIL	NIL
<b>Number of Equity Shares held in the Company (including shareholding as a beneficial owner )</b>	5,10,581 equity shares (1.63%)	37,50,833 equity shares (11.96%)	NIL
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	NA	NA	The nomination and remuneration committee of the Board has evaluated the profile of Ms. Bharti Sinha and concluded that she possess the relevant skill and capabilities to discharge the roll of Independent Director.

# GENESYS INTERNATIONAL CORPORATION LIMITED

<b>Non – executive Director remuneration drawn during the FY 2021-22</b>	NA	NA	NIL
<b>Details of proposed Remuneration of non-executive director</b>	NA	NA	Sitting fees and commission as may be approved by the Board of Directors in accordance with applicable provisions of law.
<b>Relationship between Directors</b>	Mr. Sajid Malik is son of Mrs. Saroja Malik. Further, he has no pecuniary relationship with the Company directly or indirectly beside the remuneration and other information set out above	Mrs. Saroja Malik is Mother of Mr. Sajid Malik. Further, she has no pecuniary relationship with the Company directly or indirectly beside the remuneration and other information set out above	Not related to any other Director, Manager and Key Managerial Personnel.

For details regarding the number of meetings of the Board/Committees attended by the above Directors during the year and remuneration drawn/sitting fees received, please refer to the Boards' Report and the Corporate Governance Report forming part of the Annual Report.