



GENESYS INTERNATIONAL CORPORATION LIMITED

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CIN: L65990MH1983PLC029197

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

NOTICE is hereby given that the resolutions as set out hereunder are proposed for the approval by the Members of Genesys International Corporation Limited (“**the Company**”), by means of Postal Ballot through remote e-voting i.e. voting through electronic means (“Remote e-Voting”) pursuant to the provisions of Section 108, 110 of the Companies Act, 2013 (“**the Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), and read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), and other applicable provisions, of the Act, rules, regulations, circular and notification, if any, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force).

Sr.no.	Description of Ordinary Resolution
1.	Appointment of Dr. Yogita Shukla (DIN: 09286545) as a Non-Executive Non-Independent Director
2.	Appointment of Mr. Omprakash Hemrajani (DIN: 07976475) as a Non-Executive Non-Independent Director
3.	Material related party transaction with A. N. Virtual World Tech Ltd, Cyprus, a subsidiary of the Company

SPECIAL BUSINESS:

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

1) Appointment of Dr. Yogita Shukla (DIN: 09286545) as a Non-Executive Non-Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on recommendation of the Nomination and Remuneration Committee, Dr. Yogita Shukla, (DIN: 09286545), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from March 19, 2024 in terms of Section 161 of the Act and Articles of Association of the Company and who is eligible for appointment as a Non-Executive Non-Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Non Independent Director of the Company, liable to retire by rotation.”

2) Appointment of Mr. Omprakash Hemrajani (DIN: 07976475) as a Non-Executive Non-Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on recommendation of the Nomination and Remuneration Committee, Mr. Omprakash Hemrajani (DIN: 07976475), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from March 31 2024 in terms of Section 161 of the Act and Articles of Association of the Company and who is eligible for appointment as a Non-Executive Non-Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

3) Material related party transaction with A. N. Virtual World Tech Ltd, Cyprus, a subsidiary 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 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, 2015 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 to continue with the existing contract(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise or Material Related Party Transaction(s) / Contract(s)/ Arrangement(s)/ Agreement(s) or transaction(s), as detailed 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 Rs. 45 Crores (rupees forty five crores) for a period of two years during the financial years 2024-25 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 the Company.

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(s) 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."

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 108 and Section 110 of the Act and Regulation 36(3) of the SEBI Listing Regulations, setting out the material facts and reasons relating to the aforesaid resolutions is annexed hereto and forms a part of this Postal Ballot Notice. Members are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter, record their assent or dissent through the Remote e-voting facility provided by the Company.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent via electronic mode only, to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ('Depositories') as on **Friday, May 10, 2024 ('Cut-off Date')**, and whose e-mail addresses are registered with the Company/the Registrar and Transfer Agent (RTA), Bigshare Services Private Limited and the Depositories/Depository Participants. The Company has also made necessary arrangements for the members to register their email address for receiving the Postal Ballot Notice. Members who have not registered their email address are requested to register the same as per the process mentioned below.

3. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-voting only.
4. In terms of Section 108 and Section 110 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide e-voting facility to all its Members to exercise their right to vote on the proposed resolution, through remote e-voting system. For this purpose, the Company has engaged the services of NSDL, as the authorized agency to enable Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice with relevant enclosures, has been uploaded on the website of the Company at www.genesys.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL, i.e. www.evoting.nsdl.com.
6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, May 10, 2024. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. The vote in this Postal Ballot cannot be exercised through proxy.
7. The relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement shall be open for inspection electronically, during business hours on all working days, until the last date of the Remote e-voting, basis the request of the Member(s) being sent on investors@igenesys.com, mentioning their name, Folio no./Client ID and DP ID and the name of the document they wish to inspect, with a self-attested copy of their PAN Card attached to the e-mail.
8. The remote e-voting period begins on **Wednesday, May 15, 2024 at 9.00 a.m. and ends on Thursday, June 13, 2024 at 5.00 P.M.** The Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, May 10, 2024, the Cut-off Date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Thursday, June 13, 2024, and will be disallowed thereafter.
9. The Company has appointed Mr. Sanam Umbargikar (M. No. A26141, C. P. No.9394), of M/s DSM & Associates, Company Secretaries in Practice to act as the Scrutinizer, to scrutinize the voting conducted during the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorised by the Chairman and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the Remote e-Voting.
10. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of Remote e-voting i.e., **Thursday, June 13, 2024**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.igenesys.com and on the website of NSDL immediately after the declaration of results and will also be

forwarded to the Stock Exchange where the shares of the Company are listed and also be displayed on the Notice Board of the Company at its Registered Office.

11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investors@igenesys.com along with the copy of the signed request letter in Form ISR -1 mentioning the name and address of the member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the member. Members holding shares in dematerialized mode are requested to register /update their email addresses with the relevant Depository Participants. In case of any queries /difficulties in registering the e-mail address, Members may write to investors@igenesys.com
12. Members are requested to note that pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, brief particulars including shareholding of the Director proposed to be appointed are given hereunder and forms part of this Postal Ballot Notice.
13. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

Instructions for Remote e-Voting

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of

	<p>NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is also links provided to access the system

	<p>of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanam.u@dsmcs.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be

disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 investors@igenesys.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (investors@igenesys.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

By order of the Board of Directors
for **Genesys International Corporation Limited**

SD/-
Vineet Chopra
Vice President – Legal & Company Secretary

EXPLANATORY STATEMENT
(Pursuant to section 102 of the Companies Act, 2013)

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("**Board**") through a circular resolution dated March 19, 2024 approved the appointment of Dr. Yogita Shukla (DIN: 09286545) as Non-Executive Non-Independent Director of the Company with effect from March 19, 2024. Accordingly, in terms of the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, it is proposed to obtain approval of the shareholders for appointment of Dr. Yogita Shukla (DIN: 09286545) as a Non-Executive Non-Independent Director of the Company.

Dr. Yogita Shukla is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor she is debarred from holding the office of Director by virtue of any SEBI order or any other authority and has given all the necessary declarations and confirmation including her consent to be appointed on the Board of the Company.

A notice in writing under Section 160 of the Act has been received proposing her candidature for the office of Director of the Company.

Dr. Yogita Shukla does not hold any shares in the Company, she is not related to any of the Directors or Key Managerial Personnel of the Company. Dr. Yogita Shukla is eligible for the sitting fees for attending Board and Committee meetings, similar to other non-executive Directors, as may be determined by the Board.

The Board of Directors recommends the resolution regarding appointment of Dr. Yogita Shukla as Non-Executive Non-Independent Director of the Company for consideration and approval of the Members of the Company by way of an Ordinary Resolution.

Save and except Dr. Yogita Shukla and her relatives, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution set out at Item No. 1 of the Notice.

Item No. 2

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("**Board**") at their meeting held on March 31, 2024, approved the appointment of Mr. Omprakash Hemrajani (DIN: 07976475) as a Non-Executive Non-Independent Director of the Company with effect from March 31, 2024. Accordingly, in terms of the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, approval of the Members / shareholders is being sought by way of Postal Ballot for appointment of Mr. Omprakash Hemrajani (DIN: 07976475) as Non-Executive Non-Independent Director of the Company.

Mr. Omprakash Hemrajani is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor he is debarred from holding the office of Director by virtue of any SEBI order or any other authority and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

A notice in writing under Section 160 of the Act has been received proposing her candidature for the office of Director of the Company.

Mr. Omprakash Hemrajani does not hold any shares in the Company, he is not related to any of the Directors or Key Managerial Personnel of the Company. Mr. Omprakash Hemrajani is eligible for the sitting fees for attending Board and Committee meetings, similar to other non-executive Directors, as may be determined by the Board.

The Board of Directors recommends the resolution regarding the appointment of Mr. Omprakash Hemrajani, as Non-Executive Non-Independent Director of the Company for consideration and approval of the Members of the Company by way of an Ordinary Resolution.

Save and except Mr. Omprakash Hemrajani and his relatives, , to the extent of their shareholding interest in the Company, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution set out at Item No. 2 of the Notice

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 -General Meetings are given below for item No. 1 and Item No. 2:

Name	Dr. Yogita Shukla	Mr. Omprakash Hemrajani
DIN	09286545	07976475
Category	Non-Executive Non-Independent	Non-Executive Non-Independent
Date of birth	17-08-1976	07-03-1954
Age	47 years	70 years
Qualifications	Dr. Yogita Shukla has a rich academic background to her credit: 1. PhD in Space Sciences – Remote Sensing (Land Surface Characterization), from Indian Institute of Remote Sensing (IIRS); 2. Certificate in Photogrammetry and Remote Sensing; 3. M.Sc. in Environmental Science and 4. B.Sc in Chemistry, Botany, Zoology from University of Udaipur, Rajasthan.	Mr. Omprakash Hemrajani is a science graduate from Jai Hind College, Bombay University and MS in MIS & MBA from Southern Illinois University Edwardsville IL.
Experience/ Nature of expertise in specific functional areas	Dr. Yogita Shukla is a multidisciplinary professional with core passion towards scientific research, technology promotion and sustainable living. She is having a diverse experience of over 25 years in Environment, Climate as well as Geospatial Information Science focusing on Climate Resilience, Natural Resource Management, Land Management, Rural and Urban Development, she is now working towards building sustainable systems with holistic focus and linking diverse disciplines as a SciencePrenuer.	Mr. Omprakash Hemrajani has a rich experience over four and a half decades in the technology services field with a substantial part in the geospatial space. He has been the Principal Consultant in Genesys.
Date of first appointment on the Board	March 19, 2024	March 31, 2024
Shareholding in the Company	NIL	
Relationship with other directors and other Key	Not Applicable	

Managerial Personnel		
Number of Board Meetings attended during FY 2023-24	1	None
Name of the listed entities in which the person holds directorships	NIL	
Names of listed entities from which the person has resigned in the past three years	NIL	
Directorships held in other companies	1. Addgeo Foundation	1. Spybird Interactive Studio Private Limited 2. Carenice Housing and Infrastructrural Private Limited 3. Sai Transways Private Limited 4. Variegate Housemakers Private Limited
Membership/ Chairmanship of Committees of the Board	NIL	
Memberships / Chairmanship of Committees of other Boards	NIL	
Terms and conditions of appointment or re-appointment	Please refer to the Explanatory Statement forming a part of this Notice	
Remuneration last drawn	NIL	
Brief profile/ resume of Director	Same as mentioned in Experience / Nature of expertise in specific functional areas above.	

Item No. 3

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.	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 Rs. 45 crores (rupees forty five crores)
b.	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 97.76% in ANVWTL as on 31.03.2024. 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.
c.	Tenure of the proposed transaction (particular tenure shall be specified);	Two years during the financial years 2024-25 to 2025-26
d.	Value of the proposed transaction	not exceeding Rs. 45 crores (rupees forty five crores)
e.	Percentage of the Company's annual consolidated turnover, as on 31 st March 2023, that is represented by the value of the proposed RPTs.	24.84%
f.	Percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis. (as on 31 st March 2023)	160%
3.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Sajid Malik and Mr. Manish Patel are common Directors of the Company and ANVWTL.
4.	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 transaction between the two companies helps smoothen business operations and in the best interest of both the Companies.
5.	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,	Not Applicable

	<p>advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.</p> <p>iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.</p> <p>iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	
6.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders: 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.
7.	Any other information that may be relevant.	All relevant information form part of the Explanatory Statement setting out material facts of the proposed RPT.

None of the other Directors, Key Managerial Personnel's and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval by the Members. No Related Party shall vote on Resolution set forth at Item No. 3

By order of the Board of Directors
for **Genesys International Corporation Limited**

SD/-
Vineet Chopra
Vice President – Legal and Company Secretary

Mumbai, May 10, 2024
Registered Office: 73-A, SDF-III, SEEPZ,
Andheri (East), Mumbai - 400096
CIN: L65990MH1983PLC029197