

June 28, 2021

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| BSE Limited Corporate Relationship Department P.J. Towers, Dalal Street, Fort, Mumbai - 400 001 | National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051 |
| Scrp Code : 506109 | Symbol : GENESYS |

Sub.: Annual Secretarial Compliance Report for the Financial Year 2020-21 under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/ CMD1/27/2019 dated February 08, 2019, we are enclosing herewith the Annual Secretarial Compliance Report issued by M/s Roy Jacob & Co., Company Secretaries for the Financial Year 2020-21.

Please take the above on your records.

Thanking you,
Yours faithfully,
For Genesys International Corporation Limited

**Vineet
Chopra** Digitally signed by
Vineet Chopra
Date: 2021.06.28
18:11:07 +05'30'



Vineet Chopra
Vice President - Legal & Company Secretary



Secretarial Compliance Report
of
GENESYS INTERNATIONAL CORPORATION LIMITED
For the year ended 31/03/2021

We, Roy Jacob & Co, Company Secretaries, having our office at 207, Anjani Complex, Periera Hill Road off Andheri-Kurla Road, Nr. WEH Metro Station, Andheri-East, Mumbai-400099 have examined:

- (a) all the documents and records made available to us and explanation provided by **GENESYS INTERNATIONAL CORPORATION LIMITED**("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31/03/2021 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;





- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|--------|--|------------|---|
| | NA | NA | NA |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No | Action taken by | Details of violation | Details of action taken e.g. Fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|--------|-----------------|----------------------|---|--|
| | NA | NA | NA | NA |





- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No | Observations of the Practicing Company Secretary in the previous reports | Observation mad in the secretarial compliance report for the year ended... | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the on the action taken by the listed entity |
|--------|---|--|---|--|
| 1 | SEBI (LODR)Regulations, 2015, Regulation 17(1), Composition of Board of directors | 31/03/2020 | Company has duly complied the provisions under applicable regulations17 with respect to composition of Board of Directors | Stock exchanges waived the penalty imposed on the company in this respect. |

For Roy Jacob & Co
Company Secretaries



(Roy Jacob)

Proprietor

(C.P. No.8220), (FCS No.9017)

UDIN: F009017C000511640

P.R No.686/2020

Place: Mumbai

Date: 25th June, 2021