September 04, 2026

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
Scrip Code: 506109	**Symbol: GENESYS**

Dear Sir/Madam,

Sub: Submission of Notice of 44th Annual General Meeting (AGM) of the Company under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Notice of 44th Annual General Meeting of the Company to be held on Wednesday, September 30, 2026 at 3:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The Notice has been sent through electronic mode to the Members, who have registered their e-mail addresses with the Company/Registrar & Transfer Agent ("RTA")/Depository Participants(s)("DP"). Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company has sent a letter to Shareholders whose e-mail addresses are not registered with Company/RTA/DPs providing the web-link Annual Report 2025-26, exact path and QR code, where complete details of the Annual Report are available to all the Members of the Company.

Date and Time of Commencement of remote e-voting	Wednesday, September 23, 2026 at 9.00 a.m (IST).
Date and Time of Conclusion of remote e-voting	Tuesday, September 29, 2026 at 5.00 p.m (IST).
Cut-off date	Friday, September 18, 2026

The above is also uploaded on the website of the Company www.igenesys.com.

You are requested to take the same on record.

Thanking You,

Yours faithfully,

For **Genesys International Corporation Limited**

KUSHAL VASTIMAL JAIN
Digitally signed by KUSHAL VASTIMAL JAIN
Date: 2026.09.04 19:08:35 +05'30'

Kushal Jain
Company Secretary & Compliance Officer

NOTICE

Notice is hereby given that the 44th (Forty Fourth) Annual General Meeting ("AGM") of Genesys International Corporation Limited will be held on Wednesday, September 30, 2026 at 3:30 p.m. (IST) through video conferencing ("VC") / other audio-visual means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the Registered office of the Company.

ORDINARY BUSINESS:

1. **To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:**

a) "**RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

b) "**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **To appoint Dr. Yogita Shukla (DIN:09286545), who retires by rotation, as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Yogita Shukla (DIN:09286545), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

3. **To appoint the Statutory Auditors of the Company and fix their remuneration**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereof for the time being in force, and upon recommendation of the Audit Committee and the Board of Directors, M/s G. K. Choksi & Co., Chartered Accountants (Firm Registration No. 125442W), be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Statutory Auditors, M/s. M S K A & Associates, LLP, Chartered Accountants whose term shall expire at the conclusion of the ensuing 44th Annual General meeting, to hold the office for the term of five (5) consecutive years from the conclusion of 44th Annual General Meeting ("AGM") until the conclusion of 49th AGM at such remuneration as set out in the explanatory statement annexed to this Notice.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary, alter, enhance or widen the remuneration payable to the Statutory Auditors, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee, in consultation with the Statutory Auditors.

   RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to file necessary E-Forms, returns with the Registrar of Companies and/or any other statutory authority and to do all such acts, deeds and things as may be considered necessary to give effect the aforesaid resolution."

SPECIAL BUSINESS:

4. **Approval of Genesys International Corporation Limited – Employee Stock Option Plan (Genesys ESOP Scheme 2026)**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules") made thereunder (including any amendment, modification, variation or re-enactment thereof) , the Memorandum and Articles of Association of the Company, the circulars and notifications issued by the Reserve Bank of India, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, and applicable circulars (collectively referred to as "SEBI (SBEB) Regulations"), issued by the Securities and Exchange Board of India ("SEBI") and subject to such other rules, regulations and guidelines that may be issued by appropriate authorities from time to time and subject to such other approval(s), permission(s) and sanction(s) as may be necessary from time to time and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to and accepted by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination & Remuneration Committee constituted by the Board of Directors under applicable Regulation of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval and consent of the shareholders of the Company be and is hereby accorded to the introduction and implementation of **Genesys ESOP Scheme 2026** ("Scheme"), the salient features whereof are furnished in the explanatory statement to this Notice, and authorizing the Board of Directors to create, issue, offer and allot equity shares and/or securities convertible into equity shares (including any shares allotted to employees, as defined in SEBI (SBEB) Regulations) of the company and / or subsidiary company of the Company in one or more tranches not exceeding INR 1,50,00,000 (Rupees One Fifty Lacs only) represented by 30,00,000 (Thirty Lacs) equity shares of face value INR 5/- each (or such adjusted number of equity shares as may arise after giving effect to any corporate action like split, bonus, consolidation or other re-organisation of the capital structure of the Company, as may be applicable, from time to time) to such employees of the Company whether working in India or abroad and Directors of the Company whether Whole-time Director or otherwise (hereinafter referred to as the "Employees"), as may be decided by the Board under the "GENESYS ESOP SCHEME -2026" (hereinafter referred to as "the Scheme") in terms of this resolution, at such price and on such terms and conditions and in such tranches as may be decided by the Board, in its sole and absolute discretion in accordance with the applicable provision of any law.

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

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

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/ undertaking or other reorganisation, if any, additional Stock Options of the Company are granted/to be granted or equity shares are issued/to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them and the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT the ESOP 2026 shall be administered by the Nomination & Remuneration Committee ("NRC") of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Nomination & Remuneration Committee in pursuance of the SBEB Regulations for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through a direct route, for extending the benefits to the eligible Employees by way of fresh allotment and will follow a cash mechanism.

RESOLVED FURTHER THAT the Company shall conform the accounting policies, guidelines or accounting Standards including the disclosure requirements as prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2026.

RESOLVED FURTHER THAT the Board, subject to compliance with the SBEB Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme as it may deem fit, from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the scheme as the Board may in its absolute discretion think fit without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the formulation and implementation of the Scheme and to the shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/ or officer(s) of the Company, to give effect to this resolution."

5. **Grant of Stock Options to the employees of Subsidiary, Associates Company/ ies under "GENESYS ESOP SCHEME - 2026" To consider and if thought fit, to pass the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules") made thereunder (including any amendment, modification, variation or re-enactment thereof) , the Memorandum and Articles of Association of the Company, the circulars and notifications issued by the Reserve Bank of India, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021and as amended from time to time, and applicable circulars (collectively referred to as "SEBI (SBEB) Regulations"), issued by the Securities and Exchange Board of India ("SEBI") and subject to such other rules, regulations and guidelines that may be issued by appropriate authorities from time to time and subject to such other approval(s), permission(s) and sanction(s) as may be necessary from time to time and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to and accepted by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee constituted by the Board of Directors under applicable Regulation of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 the approval and consent of the Members of Company be and is hereby accorded to the Board of Directors to create, issue, offer and allot equity shares and/or securities convertible into equity shares of the aggregate nominal value (including any shares allotted to employees, as defined in SEBI (SBEB) Regulations, of the holding Company i.e (the Company) pursuant to the resolution proposed under item no.4 of INR 1,50,00,000 (Rupees One Fifty Lacs only) represented by 30,00,000 (Thirty Lacs) equity shares of face value INR 5/- each (or such adjusted number of equity shares as may arise after giving effect to any corporate action like split, bonus, consolidation or other re-organisation of the capital structure of the Company, as may be applicable, from time to time) to employees and Directors of the subsidiary, associates, and group company/ies (including foreign subsidiaries, associates, and group entities of the Company) (hereinafter referred to as the "Employees") as may be decided by the Board under the "GENESYS ESOP SCHEME -2026" (hereinafter referred to as "the Scheme") in terms of this resolution, at such price and on such terms and conditions and in such tranches as may be decided by the Board, in its sole and absolute discretion in accordance with the applicable provision of any law.

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

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

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/ undertaking or other reorganisation, if any, additional Stock Options of the Company are granted/to be granted or equity shares are issued/to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them and the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT the ESOP 2026 shall be administered by the Nomination & Remuneration Committee ("NRC") of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Nomination & Remuneration Committee in pursuance of the SBEB Regulations for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through a direct route, for extending the benefits to the eligible Employees by way of fresh allotment and will follow a cash mechanism.

RESOLVED FURTHER THAT the Company shall conform the accounting policies, guidelines or accounting Standards including the disclosure requirements as prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2026.

RESOLVED FURTHER THAT the Board, subject to compliance with the SBEB Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme as it may deem fit, from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the scheme as the Board may in its absolute discretion think fit without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the formulation and implementation of the Scheme and to the shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/ or officer(s) of the Company, to give effect to this resolution."

6. Approval for the variation/change in the objects of the Qualified Institutions Placement (QIP) issue as stated in the Placement Document dated May 17, 2025

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules framed thereunder and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ('ICDR Regulations'), (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), the approval of the members be and is hereby accorded to vary, modify and alter the objects and the manner of utilisation of the proceeds raised by the Company through the Qualified Institutions Placement ("QIP"), as set out in the Placement Document dated May 17, 2025 ("Placement Document") including the addition of "Repayment of bank loan" as a new object for utilisation of the QIP proceeds and consequently to reallocate an amount of up to ₹ 4000 lakh out of the unutilised QIP proceeds from the existing object(s) specified in the Placement Document towards the aforesaid new object, in the manner set out below:

Statement of Earlier and Revised Use of Proceeds: **(₹ in Lakhs)**

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Planned as per Placement Document</th><th>Total Funds Utilised till 2nd September 2026</th><th>Balance pending</th><th>Amount proposed to be utilised in FY 2026-27</th><th>Amount proposed to be utilised in FY 2027-28</th></tr>
<tr><td>i)</td><td>Setting up of data centre</td><td>1,770.50</td><td>285</td><td>1,485.50</td><td>0</td><td>0</td></tr>
<tr><td>ii)</td><td>Development of tech platform</td><td>2,574.22</td><td>985.18</td><td>1,589.04</td><td rowspan="2">1,925.60</td><td rowspan="2">513.36</td></tr>
<tr><td>iii)</td><td>Creation/updation of map content</td><td>1,865.16</td><td>531.70</td><td>1,333.46</td></tr>
<tr><td>iv)</td><td>Building sensor capacity</td><td>1,056.83</td><td>0</td><td>1,056.83</td><td>0</td><td>0</td></tr>
<tr><td>v)</td><td>Strengthening information technology infrastructure</td><td>983.34</td><td>67.18</td><td>916.16</td><td>0</td><td>0</td></tr>
<tr><td>vi)</td><td>General corporate purposes</td><td>2,049.15</td><td>2,045</td><td>4.15</td><td>0</td><td>0</td></tr>
<tr><td>vii)</td><td>Issue Expenses</td><td>700.80</td><td>646.98</td><td>53.82</td><td>0</td><td>0</td></tr>
<tr><td>NEW OBJECT</td><td>Repayment of bank loan</td><td>-</td><td>-</td><td>-</td><td>4,000</td><td>-</td></tr>
<tr><td></td><td>Total</td><td>11,000</td><td>4,561.04</td><td>6,438.96</td><td>5,925.60</td><td>513.36</td></tr>
</table>

RESOLVED FURTHER THAT pursuant to the aforesaid variation/modification, the object of "Repayment of bank loan" be and is hereby introduced as an additional/new object for utilisation of the QIP proceeds and an amount not exceeding ₹ 4000 lakh out of the unutilised QIP proceeds be and is hereby approved for utilisation towards repayment in full or in part, of such outstanding borrowings/loans of the Company, including principal amounts and other amounts incidental thereto, as may be determined by the Board of Directors in accordance with applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company ("Board", which expression shall include any committee thereof or any person(s) duly authorised by the Board) be and is hereby authorised to identify the specific borrowing(s)/loan(s) to be repaid out of the aforesaid reallocated QIP proceeds and to determine the timing, manner and other terms of such repayment, within the overall amount approved by the Members and in accordance with applicable laws.

RESOLVED FURTHER THAT except for the variation/ modification in the objects and reallocation of the QIP proceeds as specifically approved pursuant to this Resolution, the other objects, terms and conditions relating to utilisation of the QIP proceeds as disclosed in the Placement Document shall remain unchanged.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds matters and things, as it may, in its absolute discretion, deem necessary or desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of its powers herein conferred to any committee thereof or to any one or more executives of the Company."

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

Kushal Jain
Company Secretary & Compliance Officer
Membership No. ACS: A44118
Mumbai, September 02, 2026

Registered Office:
73A, SDF-III, SEEPZ,
Andheri (E), Mumbai – 400096
CIN: L65990MH1983PLC029197
Website: www.igenesys.com
Email: investors@igenesys.com
Tel: +91-22-44884488: Fax: +91-22-28290603

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Ordinary and Special Business(es) to be transacted at the 44th Annual General Meeting of the Company (the "Meeting" or "AGM") under Item Nos. 3 to 6, 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 (SS2), in respect of the persons seeking re-appointment as Directors and the proposed Statutory Auditor, are given under the heading "Disclosures as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standards 2 - General Meetings" forming part of this Notice. Details of Directors retiring by rotation at this Meeting are provided in the "Annexure I" to this Notice.

2. In accordance with the provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") read with the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 9/2024 dated September 19, 2024 and MCA General Circular 03/2025 dated September 22, 2025 and such other applicable circulars issued by MCA, companies are allowed to hold the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue and accordingly the forthcoming 44th AGM of the Company is scheduled on Wednesday, 30th day of September, 2026 at 3:30 p.m. (IST) through VC or OAVM. Hence, members can attend and participate in the ensuing 44th AGM through VC/OAVM.

3. In accordance with the aforesaid MCA Circulars and General Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and such other applicable circulars issued by SEBI, In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

4. The Corporate members intending to attend the AGM are required to email the scanned copy of authorisation through governing body or Board resolution appointing them as authorised representative on sanam.u@dsmcs.in with a copy marked to evoting@nsdl.com or investors@igenesys.com. The facility for appointment of Proxies by the Members will not be available and the route map, proxy form and attendance slip are not annexed to this Notice as the AGM is being held through VC in accordance with MCA and SEBI Circulars as mentioned above.

5. The Members can join the AGM in VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of AGM 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 a 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.

6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. The Notice of AGM has been uploaded on the website of the Company at www.igenesys.com and 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, www.nseindia.com respectively and available on the website of NSDL i.e. www.evoting.nsdl.com.

8. As per the provisions of section 72 of the Act and relevant SEBI Circulars, 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 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.

9. 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 & 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.

10. In case of joint holders attending the Meeting, the Member whose name appears first in the order of names will be entitled to vote at the AGM.

11. During the AGM, scanned copy of 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, and all documents referred in the accompanying Notice can send their request in writing to the Company at investors@igenesys.com.

12. Members are requested to send all communications relating to shares, unclaimed dividends, change of address, etc. to the RTA of the Company, at their address: Bigshare Services Pvt. Ltd., Pinnacle Business Park, Office No S6-2, 6th Floor, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, Maharashtra 400093. Tel. No.: 022 – 62638200, Fax.: 022 - 62638299.

13. Members are requested to notify immediately any change in their addresses to the RTA 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.

14. Non-Resident Indian Members are requested to inform the Company's RTA immediately of-

    a) Change in their residential status on return to India for permanent settlement.

    b) Particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.

15. In terms of Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available on the Company's website under the weblink at https://www.igenesys.com/s/Form-ISR-4.pdf and on the website of the Company's RTA https://www.bigshareonline.com. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transmission and transposition shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard. Pursuant to the directions issued by the Investor Education and Protection Fund Authority (IEPFA), Ministry of Corporate Affairs (MCA), the Company is participating in the 100-Day Campaign **"Saksham Niveshak"**. The primary objective of this initiative is to facilitate shareholders in claiming their unpaid/unclaimed dividends directly from the Company and ensuring the seamless electronic credit of corporate benefits by updating essential KYC details (PAN, Bank Account Mandate, Email ID, Mobile Number, and Nomination).

16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised 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 from time to time.

17. 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.

18. In terms of section 124(5) of the Act, dividend amount for the year ended March 31, 2019 remaining unclaimed for a period of seven years shall become due for transfer in November, 2026 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 2018-19 onwards are requested to approach the Company/Bigshare Services Pvt Ltd (RTA) 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. 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 in web Form No. IEPF-5 and as per the instruction available at www.iepf.gov.in.

19. The Company has designated an exclusive e-mail ID called investors@igenesys.com to redress Shareholders' complaints / grievances. In case you have any queries / complaints, then please write to us at investors@igenesys.com. The Company has nominated Mr Kushal Jain, Company Secretary and Compliance Officer, 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.

20. Shareholders who would like to express their views/ask questions during this AGM may register themselves as a speaker by sending their request in advance at-least 7 (seven) days prior to meeting and the shareholders who do not wish to speak during the AGM but have queries concerning Financials Statements/Annual Reports, other items, need to send queries in writing 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@igenesys.com.

VOTING BY MEMBERS THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and sub-regulation (1) of Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 44th AGM either by i) remote e-voting prior to AGM or ii) remote e-voting during the AGM as per the instruction given herein.

The instructions for e-voting are as under:

A. Members holding shares either in physical form or in dematerialised form as on the cut-off date, Friday, September 18, 2026, shall be entitled to cast their vote electronically.

B. A shareholder can opt for only one mode of voting i.e. remote e-voting or e-voting during AGM. 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. F11777, 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 completion of the e-voting process during the AGM first count the votes cast at the AGM 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 and shall not later than two working days from the conclusion of AGM submit a Consolidated Scrutinizers Report on the total 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 be placed at the website of the Company viz. www.igenesys.com and also on www.evoting.nsdl.com.

G. The scrutinizer's decision on the validity of all kinds of voting will be final. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of AGM.

H. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Members of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under "Access e-Voting system". Other methods for obtaining/ procuring user IDs and passwords for e-voting are provided in the AGM Notice.

I. The remote e-voting period will commence on Wednesday, September 23, 2026 at 9:00 a.m. (IST) and ends on Tuesday, September 29, 2026 at 5:00 p.m. (IST). The remote e-voting module shall thereafter be disabled by NSDL. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, Friday, September 18, 2026.

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

(i) The remote e-voting period begins on Wednesday, September 23, 2026 at 9:00 a.m. (IST) and end on Tuesday, September 29, 2026 at 5:00 p.m. (IST). . The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 18, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 18, 2026.

A. How do I vote using e-voting system? Steps are simplified as under:

Steps	CDSL	NSDL
1.	Visit: https://www.cdslindia.com/	Visit: https://www.evoting.nsdl.com/
2.	Click on Evoting: e-voting platform to eliminate voting process	Click on Shareholder/member/Creditor LOGIN option
3.	Evoting Authentication : Enter BOID: (Its your 16 digit DP ID / Client ID)	• Enter your User ID: (Its your 16 digit DP ID / Client ID) • Select login type: OTP • Enter verification code: • Select "check box": I hereby agree all Terms and condition. and • Click on Login
4	On submission OTP will be received on mobile no and email address registered with Depository, enter OTP	On submission OTP will be received on mobile no and email address registered with Depository, enter OTP
5	Select Genesys EVSN for e-voting visible on the page.	Click on: Click here to continue option, it will re-direct you on NSDL e-voting page.
6	-	Select Genesys EVSN for e-voting visible on the page.

B. How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 2. 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 NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. 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

	4. 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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. 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.
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 or joining virtual meeting & voting during the meeting.

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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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 user 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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 on 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 and joining virtual meeting 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.

4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@igenesys.com. The same will be replied by the company suitably.

6. 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.

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

Item no. 3- Appointment of Statutory Auditors

M/s MSKA & Associates LLP,(FRN 105047W) the present statutory auditors would be completing their first term of five consecutive years as Statutory Auditors upon conclusion of the ensuing 44th Annual General Meeting i.e. on 30th September, 2026.

It is proposed to appoint G. K. Choksi & Co., Chartered Accountants (Firm Registration No. 125442W) as the new statutory auditors, in place of retiring auditors. The new auditors need to be appointed for a period of 5 years.

In light to the aforesaid, the Board of Directors of the Company, based on the recommendation of the Audit Committee and after considering various parameters and overall experience of the firm, its recommended to appointment of G. K. Choksi & Co., Chartered Accountants (Firm Registration No. 125442W) & Peer Review Certificate No. 020266) to the members of the Company, as the Statutory Auditors for a term of 5 (five) consecutive years, to hold office from the conclusion of ensuing 44th AGM (to be held on 30.09.2026) till the conclusion of 49th AGM (to be held in 2031) of the Company.

The Company has received written consent from G. K. Choksi & Co., Chartered Accountants (Firm Registration No. 125442W), and a certificate that they satisfy the criteria provided under section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. The firm has also confirmed that it holds a valid peer review certificate issued by the Peer Review Board of ICAI.

Proposed Remuneration

Based on the recommendation of the Audit Committee and the Board, the proposed fees to be paid to G. K. Choksi & Co., Chartered Accountants (Firm Registration No. 125442W) is ₹ 22,50,000/- per financial year plus applicable taxes and reimbursement of out of-pocket expenses incurred in connection with the performance of services. The proposed fee can be further revised by the Board of Directors considering change in scope of work, regulatory changes or changes in law etc. The Company is set out to rationalise the fees paid for the audit services in line with the size and scale of the Company. The Audit Committee and the Board, after considering the same, are of the view that the proposed remuneration is commensurate with the requirements of the statutory audit.

Besides the audit services, the Company would also avail various services in the nature of certifications and other permissible professional work under various statutory regulations from time to time, for which the Statutory Auditors will be remunerated separately on mutually agreed terms.

The Board recommends the resolution as set out in item no. 3 for approval by the members as an ordinary resolution.

None of the directors and the key managerial personnel and/or their relatives are in any way, financially or otherwise, interested or concerned in this resolution.

Item no. 04 & 05 - Genesys ESOP Scheme - 2026

Genesys has always believed in Stock Options as an effective instrument, to align the interest of employees with those of the Company and its shareholders, provide an opportunity to employees to participate in the growth of the Company. With these objectives the Company intend to implement the **"Genesys ESOP Scheme -2026"** with a view to attract and retain key talent working with the Company by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability in sync with their own personal and professional development. This will also act as a retention tool and attract best talent available in the market.

The Board has therefore proposed to implement **"Genesys ESOP Scheme2026"** (hereinafter referred to as "the Scheme") for the benefits of employees and Directors of the Company and its Subsidiary Companies, and such other persons/entities as permitted under the SEBI ((Share Based Employee Benefits and Sweat Equity) Regulations (hereinafter referred to as "SEBI Regulations"..

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

The salient features of the Scheme are as under:

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

The Company proposes to grant stock options to its present and future employees under **Genesys ESOP Scheme –2026** in terms of this resolutions and in accordance with the relevant provisions of the Companies Act, 2013, the rules framed there under, SEBI (SBEB) Regulations and other laws as applicable.

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

The Options to be granted under the scheme shall not exceed 30,00,000 (Thirty Lacs) equity shares and/or securities convertible into equity shares of the aggregate nominal value of INR 1,50,00,000 (Rupees One crore fifty lakh only) represented by 30,00,000 (Thirty Lacs) equity shares of face value INR 5/- each in one or more tranches.

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

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

Such employees of the Company as determined by the Board/ Nomination and Remuneration Committee, who are exclusively working in India or outside India or Directors of the Company whether whole-time or otherwise including Non-Executive Directors who are not a promoter or member of the promoter group, but excluding Independent Directors (hereinafter referred to as the "Employees"), as may be determined by the Board/ Nomination and Remuneration Committee and also the employees of group companies, subsidiaries or associates/or such other persons, as may from time to time in accordance to SEBI SBEB & SE Regulations, as amended time to time and as per the applicable provisions of the Companies Act, 2013.

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

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

The minimum period of vesting shall be as prescribed under SEBI (SBEB & SE) Regulations, 2021 from time to time, presently being one year from the date of grant of option. The Board/ Nomination and Remuneration Committee shall have the authority to decide, modify, alter the vesting schedules in any manner in their absolute discretion, as they deem fit, whether uniform or different for individual employee(s) or class of employee(s), or in one or more tranches, as the case may be.

The options, that may lapse, cancelled, expire or forfeited, shall be available for re-grant to the eligible employees as per the discretion of the Board/ Nomination and Remuneration Committee.

e) **Maximum period Subject to Regulation 18(1) of the SEBI regulations**

The maximum period of vesting shall be seven years. The Board/ Nomination and Remuneration Committee shall have the authority to decide, modify, alter the vesting schedules in any manner in their absolute discretion, as they deem fit, whether uniform or different for individual employee(s) or class of employee(s), or in one or more tranches, as the case may be.

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

The Nomination & Remuneration Committee shall have the authority to decide, modify, alter the Exercise Price or Pricing Formula or discount on Exercise Price in any manner in their absolute discretion, as they deem fit, whether uniform or different for individual employee(s) or class of employee(s) as the case may be. The Exercise Price shall be at such price as determined by the NRC which shall be subject to conforming to the accounting policies specified in Regulation 15 of the SBEB Regulations.

Exercise price shall not be less than the face value of the shares of the Company.

Any re-pricing shall be undertaken only in accordance with the SEBI SBEB & SE Regulations and with such shareholder approval as may be required.

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

The exercise period will commence from the date of vesting and will expire on completion of maximum exercise period of 5 years from the date of respective vesting or such other period as may be prescribed by the Board/ Nomination and Remuneration at the time of Grant. The Board/ Nomination and Remuneration Committee shall have the authority to decide, modify, alter the Exercise Period in its absolute discretion, as they deem fit, whether uniform or different for individual employee(s) or class of employee(s) as the case may be.

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

The appraisal process for determining the eligibility of the employees will be specified by the Nomination & Remuneration Committee from time to time and shall be based on such criteria in the sole and absolute discretion of the Nomination & Remuneration Committee which may include but not restricted to the role, designation, past performance, future potential of the employees.

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

The maximum number of Options that may be granted to any identified Employee of the Company or of its Subsidiary Company under the Scheme, in any financial year and in aggregate under the Scheme shall not equal or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant unless separate prior approval of the Members by Special Resolution is obtained in accordance with the SEBI SBEB & SE Regulations

j) Administration of the scheme

The **Genesys ESOP Scheme –2026** shall be implemented and administered directly by the Company.

k) The Scheme involves issue of new shares by the company.

l) Period of Lock-in:

The Shares arising out of Exercise of Vested Options shall not be subject to any lock-in period.

m) Disclosure and Accounting Policies:

The Company shall comply with ‘Guidance Note on Accounting for Employee Share-based Payments’ and/ or any relevant Accounting Standards or Policies as may be prescribed by such statutory/concerned authorities, including any disclosure requirements prescribed therein in accordance with and subject to the requirements of Regulation 15 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

n) Surrender of options:

Employee may surrender vested / unvested options at any time during course of employment with the Company. Employee willing to surrender his options shall communicate the same to the Administrator in the prescribed Form. Such surrendered options shall expire and stand terminated with effect from the date of surrender of options. Such options shall be treated as lapsed options and shall be available for regrant as per the discretion of the Committee.

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

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

p) Perquisite Tax:

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

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

q) Method of Valuation of Options:

The Company shall use the fair value method for valuation of Options and account for share-based payments in accordance with the applicable accounting standards and the SEBI SBEB & SE Regulations

The Board/ Nomination and Remuneration Committee will monitor the administration & superintendence of “Genesys ESOP Scheme -2026” once approved by the Shareholders. The Committee shall be authorized to settle any dispute or remove any hurdle that may arise with respect to interpretation of any of the provisions of ESOP or in the implementation thereof as the Committee in its absolute discretion thinks fit.

The Nomination & Remuneration Committee or Board shall be authorised to vary the terms of the schemes in any manner in its sole and absolute discretion, in accordance with the applicable provisions of any law subject to the same not detrimental to the interest of the employees.

Accordingly, consent of the members is being sought by way of Special Resolution set as Item No. 4 & 5 of the Notice of pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI (SBEB) Regulations.

A separate resolution is required to be passed if the benefits of ESOP are to be extended to employees of the Subsidiary Companies. This separate Resolution under Item No. 5 is being proposed accordingly to cover those employees, and/or such other persons as may be permitted from time to time, under prevailing laws, rules and regulations, and/or amendments thereto from time to time.

The Board of Directors recommends the Special Resolutions as set out in item no. 4 & 5 for the approval of the Members

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

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

Item no. 6 Variation / Modification in the Objects and Allocation of QIP Proceeds

On May 17, 2025, the Company, by way of a Qualified Institutions Placement in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, raised amount aggregating to ₹ 11,000 lakhs

Objects of the QIP Issue and variation:

The funds raised through the QIP have been partly utilised towards the objects stated in the Placement Document. The unutilised proceeds as on September 02, 2026 are held in the manner disclosed as under:

The Company now proposes to vary/modify the objects and manner of utilisation of a portion of such unutilised QIP proceeds by reallocating an amount of ₹ 4000 lakh towards Repayment of bank loan

(₹ in Lakhs)

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Planned as per Placement Document</th><th>Total Funds Utilised till 2nd September 2026</th><th>Balance pending</th><th>Amount proposed to be utilised in FY 2026-27</th><th>Amount proposed to be utilised in FY 2027-28</th></tr>
<tr><td>i)</td><td>Setting up of data centre</td><td>1,770.50</td><td>285</td><td>1,485.50</td><td>0</td><td>0</td></tr>
<tr><td>ii)</td><td>Development of tech platform</td><td>2,574.22</td><td>985.18</td><td>1,589.04</td><td rowspan="2">1,925.60</td><td rowspan="2">513.36</td></tr>
<tr><td>iii)</td><td>Creation/updation of map content</td><td>1,865.16</td><td>531.70</td><td>1,333.46</td></tr>
<tr><td>iv)</td><td>Building sensor capacity</td><td>1,056.83</td><td>0</td><td>1,056.83</td><td>0</td><td>0</td></tr>
<tr><td>v)</td><td>Strengthening information technology infrastructure</td><td>983.34</td><td>67.18</td><td>916.16</td><td>0</td><td>0</td></tr>
<tr><td>vi)</td><td>General corporate purposes</td><td>2,049.15</td><td>2,045</td><td>4.15</td><td>0</td><td>0</td></tr>
<tr><td>vii)</td><td>Issue Expenses</td><td>700.80</td><td>646.98</td><td>53.82</td><td>0</td><td>0</td></tr>
<tr><td>NEW OBJECT</td><td>Repayment of bank loan</td><td>-</td><td>-</td><td>-</td><td>4,000</td><td>-</td></tr>
<tr><td></td><td>Total</td><td>11,000</td><td>4,561.04</td><td>6,438.96</td><td>5,925.60</td><td>513.36</td></tr>
</table>

The Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on September 02, 2026 considered and approved the proposed variation/modification in the objects and manner of utilisation of the unutilised QIP proceeds, as set out above, subject to approval of the Members.

The Unutilised Proceeds of ₹ 6438.96 lakhs originally allocated are proposed to be reallocated as follows:

Continuation of development of technology platform and content creation: The planned spend for data creation and development of tech platform combined was 4439.38 Lakhs and the combined spent was 1516.88 lakhs, of the Balance 2922.50 lakhs, the company plans to spend an amount of ₹ 2438.96 Lakhs in FY 2026-27 and FY 2027-28. The company plans to spend 1925.60 Lakhs in FY 2026-27 and 513.36 lakhs in FY 2027-28. Any unutilised amount in FY 2026-27 shall be utilised in FY 2027-28.

The company proposes to change its objects mentioned in Placement document as follows:

Original Objects in Placement Document	Unutilised Amount (₹ Lakhs)	Proposed New Object
Setting up of data centre	1,485.50	Repayment of bank loan
Development of tech platform	483.54	Repayment of bank loan
Creation/updation of map content		
Building sensor capacity	1,056.83	Repayment of bank loan
Strengthening IT infrastructure	916.16	Repayment of bank loan
General corporate purposes	4.15	Repayment of bank loan
Issue Expenses	53.82	Repayment of bank loan
Total	**4,000**	

Optimisation of capital structure: The proposed utilisation of ₹ 4,000.00 lakhs towards Repayment of bank loan will reduce the Company's outstanding borrowings and is expected to result in savings in finance costs.

Justification for Variation

The Board considers this reallocation prudent to ensure optimal utilisation of funds and to maximise long-term value for shareholders. An amount of ₹ 2438.96 lakhs is planned to be utilised towards continued development of the technology platform and creation/updation of map content (original object), being the activities covered under Point 2 and Point 3 of the objects specified in the Placement Document. The proposed utilisation is in line with the Company's ongoing technology and business requirements. Further, an amount of ₹ 4000 Lakhs is proposed to be utilised towards repayment of bank capital loan, thereby saving on finance costs and improving capital structure.

Revised Timeline

The company plans to spend ₹ 1925.60 Lakhs in FY 2026-27 and 513.36 lakhs in FY 2027-28 towards data creation and development of tech platform. The balance ₹ 4000 Lakhs towards payment of loan will be utilised in FY 2026-27. Therefore, a total utlisation of ₹ 5925.60 Lakhs is planned in FY 2026-27 and balance ₹ 513.36 Lakhs in FY 2027-28.

Estimated Financial Impact

The proposed variation in utilisation of the QIP proceeds is not expected to have any adverse impact on the Company's operations or its ability to meet its existing business requirements. The proposed utilisation of ₹ 2438.96 Lakhs towards continued development of the technology platform and creation/updation of map content will support the Company's ongoing business and technology requirements as originally planned.

The proposed utilisation of ₹ 4000 Lakhs towards repayment of bank capital loan is expected to reduce the Company's outstanding borrowings and consequently result in savings in finance costs amounting to ₹ 320 Lakhs annually, subject to the applicable interest rates and terms of the loan. Overall, the proposed variation is expected to facilitate more efficient deployment of the available funds and optimise the Company's capital structure.

Risk Factors

The proposed variation in the objects of the Issue does not materially alter the overall risk profile of the Company. The proposed change in objects and extension of the utilisation period are intended to ensure optimal deployment of the QIP funds in accordance with the Company's current business requirements and financial priorities, while enhancing the overall efficiency of utilisation of the funds raised. The revised utilisation towards repayment of loan and development of the technology platform and map content is aligned with the Company's existing financial and operational requirements.

Accordingly, the proposed variation is not expected to expose the Company to any additional material risks beyond those ordinarily associated with its existing business operations. The Company will continue to monitor the utilisation of the funds and deploy the funds in accordance with the revised objects and applicable regulatory requirements.

Directors' Interest

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their respective shareholding in the Company, if any.

Recommendation

The Board of Directors recommends the resolution set out at Item No. 6 of this Notice for approval of the Members as a Special Resolution

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

Kushal Jain
Company Secretary & Compliance Officer

Annexure- I

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 -General Meetings are given below:

Profile of Director being appointed/re-appointed

Name	**Dr. Yogita Shukla**
DIN	09286545
Category	Non-executive- Non- Independent Director
Date of birth	17-08-1976
Age	50 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.
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 Science Prenuer.
Date of first appointment on the Board	March 19, 2024
Shareholding in the Company	NIL
Relationship with other directors and other Key Managerial Personnel	None
Number of Board Meetings attended during FY 2025-26	1
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	Addgeo Foundation
Membership/ Chairmanship of Committees of the Board	None
Memberships / Chairmanship of Committees of other Boards	None
Brief profile/ resume of Director	Same as mentioned in Experience / Nature of expertise in specific functional areas above.

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

Kushal Jain
Company Secretary & Compliance Officer