

April 30, 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,

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Submission of Notice of Postal Ballot

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the said Regulations, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement thereto for seeking approval of the Members of the Company on the following Special Business as set out in the said Postal Ballot Notice, through remote e-voting:

Sr. No.	Particulars	Type of Resolution
1.	Increase in the Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association of the Company	Ordinary Resolution
2.	Appointment of Mr. Sumit Sen (DIN: 11605716) as a Non-Executive Independent Director	Special Resolution
3.	To approve payment of technical consultancy charges/fees to Mr. Omprakash Hemrajani (DIN - 07976475), Non-Executive director of the company, as per regulation 17(6)(a) of SEBI (LODR) Regulations, 2015	Special Resolution
4.	Material Related Party Transaction(s) with A.N. Virtual World Tech Ltd, Cyprus ('ANWTL'), subsidiary	Ordinary Resolution
5.	Material Related Party Transaction(s) between AN Virtual World Tech Limited, subsidiary of the Company and Wholly Owned Subsidiary - Genesys Middle East Company Limited	Ordinary Resolution
6.	To approve the terms and conditions of loans, to	Special Resolution

	be raised, if any from the Promoter/Director, including repayment or Conversion if any into fully paid-up equity shares.	
7.	To convert in whole or in part, the loan availed from the Promoter/Director, of the Company into fully paid-up equity shares	Special Resolution

In accordance with the relevant circulars issued by MCA, the Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, April 24, 2026 ('Cut-off date').

The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility to its Members. The e-voting will commence on Friday, May 01, 2026, at 9:00 a.m. (IST) and shall end on Saturday, May 30, 2026, at 5:00 p.m. (IST). The e-voting facility will be disabled thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up Equity share capital of the Company as on the cut-off date. Please note that communication of assent (FOR) or dissent (AGAINST) of the Members would only take place through the remote e-voting system.

The detailed procedure for remote e-voting is provided in the 'Notes' section of the Notice. Members whose email address is not registered with the Company/Depositories/RTA to receive the Notice, may register their email address with the Company's RTA. The process for registration of email address is also provided in the enclosed Notice

The Postal Ballot Notice will also be available on the Company's website: www.igenesys.com and on the website of NSDL: www.evoting.nsdl.com.

You are requested to take the same on your records.

Thanking You.

Yours faithfully,
for **Genesys International Corporation Limited**

Kushal Jain
Company Secretary & Compliance Officer



GENESYS INTERNATIONAL CORPORATION LIMITED

Registered Office: 73A, SDF-III, SEEPZ, ANDHERI (EAST), MUMBAI-400 096

Website: www.igenesys.com; Email: investors@igenesys.com

Telephone: 91 22 4488 4488; Facsimile: 91 22 2829 0603

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 and the Circulars issued by the Ministry of Corporate Affairs, Government of India)

Dear Members,

NOTICE is hereby given that the resolution as set out hereunder is 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 110, 108 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 in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-Voting vide 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, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 and including the latest General Circular No. 03/2025 dated September 22, 2025 ("**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 Resolution	Ordinary/Special Resolution
1.	Increase in the Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association of the Company	Ordinary Resolution
2.	Appointment of Mr. Sumit Sen (DIN: 11605716) as a Non-Executive Independent Director	Special Resolution
3.	To approve payment of technical consultancy charges/fees to Mr. Omprakash Hemrajani (DIN - 07976475), Non-Executive director of the company, as per regulation 17(6)(a) of SEBI (LODR) Regulations, 2015	Special Resolution
4.	Material Related Party Transaction(s) with A.N. Virtual World Tech Ltd, Cyprus ('ANWTL'), subsidiary	Ordinary Resolution
5.	Material Related Party Transaction(s) between AN Virtual World Tech Limited, subsidiary of the Company and Wholly Owned Subsidiary - Genesys Middle East Company Limited	Ordinary Resolution
6.	To approve the terms and conditions of loans, to be raised, if any from the Promoter/Director, including repayment or Conversion if any into fully paid-up equity shares.	Special Resolution
7.	To convert in whole or in part, the loan availed from the Promoter/Director, of the Company into fully paid-up equity shares	Special Resolution

SPECIAL BUSINESS:

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

Item No. 1: Increase in the Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Articles of Association of the Company and subject to such other applicable law, rules and regulations, approval of the Members of the Company be and is hereby accorded for increasing the authorised share capital of the Company from Rs. 27,25,00,000/- (Rupees twenty seven crores twenty five lakhs only) divided into 5,45,00,000 (Five crore forty five lakh) Equity Shares of face value of Rs. 5 (Rupees five only) each to Rs. 45,00,00,000 (Rupees forty five crores only) divided into 9,00,00,000 (nine crore) Equity Shares of face value of Rs. 5 (Rupees five only) each by creation of additional 3,55,00,000 (three crores fifty five lakh) Equity Shares of face value of Rs. 5 (Rupees five only) each, ranking pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following new Clause V

“V. The Authorised Share Capital of the Company is Rs. 45,00,00,000 (Rupees forty five crores only) divided into 9,00,00,000 (nine crore) Equity Shares of face value of Rs. 5 (Rupees five only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary and Compliance Officer be and are hereby severally authorised to do all such acts, deeds, matters and things as they may deem fit in their absolute discretion and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved ratified and confirmed in all respects.”

Item No. 2: Appointment of Mr. Sumit Sen (DIN: 11605716) as a Non-Executive Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (‘the Rules’) as amended from time to time read with Schedule IV to the Act and other relevant rules made thereunder, Regulation 16(1) (b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof) and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sumit Sen (DIN: 11605716), who was appointed as an Additional Director, (Non-Executive, Independent) of the Company with effect from March 13, 2026, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and has confirmed his registration in the Independent Directors’ Databank, and being eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Non- Executive Independent Director of the Company, be and is hereby appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) years commencing from March 13, 2026 to March 12, 2029 (both days inclusive) on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to take such steps, as may be required, for obtaining necessary approvals, if any and do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution and for matters concerned and incidental thereto.”

Item No. 3: To approve payment of technical consultancy charges/fees to Mr. Omprakash Hemrajani (DIN - 07976475), Non-Executive director of the company as per regulation 17(6)(a) of SEBI (LODR) Regulations, 2015

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

“RESOLVED THAT pursuant to Regulation 17(6)(a) and 17 (6)(ca) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the applicable, if any of the Companies Act, 2013, read with the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, the Audit Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of professional / technical consultancy charges/fees to Mr. Omprakash Hemrajani (DIN - 07976475), a Non-Executive Director of the Company for an amount not exceeding to Rs. 5.00 lakh per month plus GST and reimbursement of out of pocket expenses notwithstanding that such payment exceeds fifty percent (50%) of the total annual remuneration / fees payable to all the Non-Executive Directors for the Financial Year 2026-27 for the consultancy provided by him.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings as may be required, and to settle any questions, difficulties or doubts that may arise in this regard, to give effect to 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 are hereby approved, ratified and confirmed in all respects.”

Item No. 4:

Material Related Party Transaction(s) with A.N. Virtual World Tech Ltd, Cyprus ('ANWTL')

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 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. 120 Crores (rupees One Hundred Twenty crores) during the financial years 2026-27, 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 Mr. Sajid Malik, Chairman and Managing Director and Chief Financial Officer of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as may, in its absolute discretion deem necessary, desirable or expedient, to

give effect to this resolution 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 thereto expressly by the authority of this resolution.

RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER that all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 5:

Material Related Party Transaction(s) between AN Virtual World Tech Limited, subsidiary of the Company and Wholly Owned Subsidiary - Genesys Middle East Company Limited

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

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and the Company’s policy on Related Party Transactions, each as amended, the consent of the Members be and is hereby accorded to the related party contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued between related parties of Genesys International Corporation Limited (‘the Company’) i.e. between Genesys Middle East Company Limited (GME), (Kingdom of Saudi Arabia) a Wholly owned subsidiary of the Company and AN Virtual World Tech Limited (ANVWTL) (Cyprus), a subsidiary of the Company, on such terms and conditions as may be agreed between GME and ANVWTL, for an aggregate value not exceeding ₹100 crore during FY 2026-27, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of GME and ANVWTL.”

Item No. 6:

To approve the terms and conditions of loans, to be raised, if any from the Promoter/Director, including repayment or Conversion if any into fully paid-up equity shares.

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

“**RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), both as amended and applicable laws, rules, regulations, notifications, guidelines issued by various authorities, including but not limited to the Government of India, SEBI, Reserve Bank of India (“RBI”) and other competent authorities

and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers, including powers conferred by this resolution), to approve the terms and conditions of loans to be raised from the Promoter/Director of the Company up to an amount of ₹30 crores (Rupees thirty crores only) ("Director Loan"), including repayment or conversion into fully paid-up equity shares, both whether in whole or in part, on such terms and conditions as may be stipulated in the loan agreement.

RESOLVED FURTHER THAT the Company may either repay the loan or convert the loan into fully paid Equity Shares of the Company in any manner as the Company deems fit, and in accordance with the following conditions:

(i) the Promoter/Director shall give notice in writing to the Company (hereinafter referred to as the "Conversion Notice") if it desires to convert its loan into Equity Shares of the Company;

(ii) on receipt of the Conversion Notice, the Company will place the Conversion Notice before the Board of Directors for their approval, and on approval by the Board of Directors, appropriate the Director Loan and issue fully paid-up Equity Shares to the Promoter/Director in a manner, which is not dis-advantageous to the shareholders and the Company;

(iii) Once the Company issues Equity Shares to the Promoter/Director, the corresponding loan amount shall stand satisfied and no amount will be due to that extent from the Company to the Promoter/Director;

(v) The loans shall be converted into Equity Shares at a price which will be decided at the time of conversion, subject to compliance of applicable provisions of the Companies Act, 2013.

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

RESOLVED FURTHER THAT any Director and/or Chief Financial Officer and / or Company Secretary of the Company be and are hereby jointly or severally authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution."

Item No. 7:

To convert in whole or in part, the loan availed from the Promoter/Director, of the Company up into fully paid-up equity shares

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

"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), both as amended and applicable laws, rules,

regulations, notifications, guidelines issued by various authorities, including but not limited to the Government of India, SEBI, Reserve Bank of India ("RBI") and other competent authorities and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers, including powers conferred by this resolution), to convert in whole or in part, the loan availed from the Promoter/Director, of the Company up to the amount of INR 22 crore (Rupees twenty two crore only)("Director Loan") into fully paid-up equity shares ("Equity Shares") of the Company, on such terms and conditions as may be stipulated in the loan agreement providing inter alia a provision of such conversion subject to applicable laws.

RESOLVED FURTHER THAT the Company has the option to either repay the loan or convert the loan into fully paid Equity Shares of the Company in any manner as the Company deems fit, and in accordance with the following conditions:

(i) the Promoter/Director shall give notice in writing to the Company (hereinafter referred to as the "Conversion Notice") if it desires to convert its loan into Equity Shares of the Company;

(ii) on receipt of the Conversion Notice, the Company will place the Conversion Notice before the Board of Directors for their approval, and on approval by the Board of Directors, appropriate the Director Loan and issue fully paid-up Equity Shares to the Promoter/Director in a manner, which is not dis-advantageous to the shareholders and the Company;

(iii) Once the Company issues Equity Shares to the Promoter/Director, the corresponding loan amount shall stand satisfied and no amount will be due to that extent from the Company to the Promoter/Director;

(v) The loans shall be converted into Equity Shares at a price which will be decided at the time of conversion, subject to compliance of applicable provisions of the Companies Act, 2013.

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

RESOLVED FURTHER THAT any Director and/or Chief Financial Officer and / or Company Secretary of the Company be and are hereby jointly or severally authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution."

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 resolution is annexed hereto and forms an integral 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, April 24, 2026 ('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. The Board of Directors of the Company through a resolution passed on **Thursday, April 23, 2026**, has approved the business, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed Resolution and the Explanatory Statement thereto, along with the Postal Ballot Form are annexed herewith for your consideration and you are requested to record your assent or dissent by means of Postal Ballot by way of e-voting facility provided by the Company.
5. 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.
6. Members may please note that the Postal Ballot Notice with relevant enclosures, has been uploaded on the website of the Company at www.igenesys.com, and on the website of NSDL, i.e. www.evoting.nsdl.com.
7. 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, April 24, 2026. 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.
8. 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.
9. The remote e-voting period begins on **Friday, May 01, 2026 at 9.00 a.m. and ends on Saturday, May 30, 2026 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, April 24, 2026, 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 **Saturday, May 30, 2026**, and will be disallowed thereafter.

10. The Company has appointed Mr. Sanam Umbargikar (M. No. F11777, 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.
11. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of Remote e-voting i.e., **Saturday, May 30, 2026**. 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 Exchanges where the shares of the Company are listed and will also be displayed on the Notice Board of the Company at its Registered Office.
12. 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
13. 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.
14. 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:

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.

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.

Detailed steps to use NSDL and CDSL 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 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"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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"

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </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 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.

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 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) Click on "[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. Corporate members or 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**

Kushal Jain
Company Secretary & Compliance Officer

Mumbai, April 23, 2026
Registered Office: 73-A, SDF-III, SEEPZ,
Andheri (East), Mumbai - 400096
CIN: L65990MH1983PLC029197

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

Item No. 1:

The Board of Directors ("the Board") of the Company, in its meeting held on 23rd April, 2026, in order to facilitate future business requirements including but not limited to expansion of the operations of the company, accorded its approval for increase in the authorised share capital from Rs. 27,25,00,000/- (Rupees twenty seven crores twenty five lakhs only) divided into 5,45,00,000 (Five crore forty five lakh) Equity Shares of face value of Rs. 5 (Rupees five only) each to Rs. 45,00,00,000 (Rupees forty five crores only) divided into 9,00,00,000 (nine crore) Equity Shares of face value of Rs. 5 (Rupees five only) each by creation of additional 3,55,00,000 (three crores fifty five lakh) Equity Shares of face value of Rs. 5 (Rupees five only) each and consequential changes in the capital clause V of the Memorandum of Association of the Company.

"V. The Authorised Share Capital of the Company is Rs. 45,00,00,000 (Rupees forty five crores only) divided into 9,00,00,000 (nine crore) Equity Shares of face value of Rs. 5 (Rupees five only) each."

The approval of the Members is being sought for alteration of Clause V relating to Authorised Share Capital, of the Memorandum of Association of the Company.

The Board is of the opinion that alteration to Capital Clause V of Memorandum of Association is in interest of the Company and recommends Item No. 1 of this Postal Ballot Notice for the approval of the Members by way of an Ordinary Resolution.

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

Item No. 2:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Sumit Sen (DIN: 11605716) as Additional Non-Executive Independent Director of the Company for a term of three years with effect from March 13, 2026 to March 12, 2029 (both days inclusive) not liable to retire by rotation, subject to the approval of Members of the Company.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Sen shall hold office up to the date of the ensuing next General Meeting or within a period of three months from the date of appointment, whichever is earlier, in accordance with Regulation 17(1C) of SEBI Listing Regulations and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Sen are provided as an Annexure to this Notice.

Mr. Sen has through a declaration to the Board confirmed inter-alia his consent to act as an Independent Director and that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) is not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

In the opinion of the Board, Mr. Sen is a person of integrity, possesses relevant experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director of the Company.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and the Secretarial Standards, as on the date of Notice, are provided in Annexure A to this Notice.

The Board of Directors, therefore recommends the resolution as set out in Item No. 2 of the Notice for approval of members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel or their respective relatives, except Mr. Sumit Sen to whom the resolution relates, are in any way concerned or interested, financially or otherwise, in the above-Resolution.

Annexure-A

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the Director	Mr. Sumit Sen
Director Identification Number	11605716
Age	49
Date of first appointment	March 13, 2026
Qualifications	M.Sc. from City University London, UK Diploma in Marketing Management from NMIMS, Mumbai University, India Engineering from VNIT, Nagpur University, India
Nature of Expertise in specific functional areas, Brief Resume/ Experience	Mr. Sumit Sen is a Senior Scientist and founding member of the GISE Hub at IIT Bombay. He holds an M.Sc from City University London, UK. He also holds a Diploma in Marketing Management from NMIMS, Mumbai University, and a Bachelor of Engineering from VNIT, Nagpur University. A subject matter expert in Geospatial technologies, Systems Engineering, and Data Analytics, he has served as a consultant to the Central and State Governments of India as well as global corporations including TCS, Oracle and ESRI. He is a Certified GISP, PMP and project leader of WG10 in ISO TC211.
Other Listed Companies in which they are Director excluding Directorship in unlisted public, Private and companies under Section 8 of the Companies Act, 2013	NIL
Chairman / Member of Committees of Genesys	None

International Corporation Limited	
Chairman / Member of Committees of Other Companies	NIL
Listed entities from which the person has resigned in the past three years	NIL
Number of Meetings of the Board attended during the year	NIL
Number of Equity Shares held in the Company (including shareholding as a beneficial owner)	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee of the Board has identified among others the expertise of Mr. Sen in Geospatial technologies, Systems Engineering, and Data Analytics.
Terms and conditions of appointment	Mr. Sumit Sen will serve for a term of 3 (three) years commencing from March 13, 2026 to March 12, 2029 (both days inclusive).
Remuneration sought to be paid	Mr. Sen will be paid sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participation in the meetings, as well as profit-related commission, if any, as may be approved by the Members/Board based on the recommendation of the NRC.
Remuneration last drawn	Nil
Relationship with other Director/ Manager/KMP inter/se	There is no inter-se relationship between Mr. Sumit Sen, other members of the Board and Key Managerial Personnel of the Company.

Item No. 3:

As per Regulation 17(6)(a) of SEBI (LODR) Regulations, 2015, all fees or compensation (except sitting fees), if any, paid to non- executive directors, including independent directors and shall require approval of Members / Shareholders in a general meeting. Further, under Regulation 17 (6) (ca) the approval of shareholders by special resolution shall be obtained every financial year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.

Mr. Omprakash Hemrajani (DIN - 07976475), is a Non- Executive Director of the Company possessing requisite expertise in the field of Geospatial Services the Board, considering his professional qualifications and experience, has engaged him as a consultant to advise, guide, and

coordinate with the team in developing business, operations, marketing, and other strategic matters.

In terms of Section 197 of the Companies Act, 2013, since the services rendered are of a professional nature and, in the opinion of the Nomination and Remuneration Committee, Mr. Hemrajani possesses the requisite qualification for the practice of the profession, these fees shall not be included in the limit of managerial remuneration.

Accordingly, consent of the Members is required to approve payment of technical consultancy charges/ fees towards the technical consultancy services rendered by Mr. Hemrajani, Non-Executive Director of the Company in a financial Year 2026-27 for an amount of not exceeding Rs. 5.00 lakh per month plus GST and out of pocket expenses. The Company has taken appropriate approvals of Audit Committee and Board of Directors pursuant to section 188 of the Companies Act, 2013 as this transaction is at arm length price and ordinary course of business.

However, Regulation 17 of SEBI (LODR) Regulations, 2015 mandates Members / Shareholders approval in case of all fees or compensation, if any, paid to non-executive directors. This has necessitated seeking approval of the Members by way of a special resolution for payment of Technical Consultancy charges/ fees to Mr. Hemrajani as per the terms and conditions of the respective service agreement as may be executed of aforesaid, in order to comply with the above-mentioned Regulation 17(6)(a) of SEBI (LODR) Regulations, 2015.

The Board of Directors, therefore recommends the resolution as set out in Item No. 3 of the Notice for approval of members of the Company by way of a Special Resolution.

None of the Directors apart from Mr. Omprakash Hemrajani and his relatives and any of the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 4

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended from time to time, mandates prior approval of Members of the Company by way of an ordinary resolution, for all material related party transactions and subsequent material modifications as defined by the Audit Committee even if such transactions are in the ordinary course of the business of the concerned Company and at an arm's length basis.

The Company proposes to enter into a related party transaction with A.N. Virtual World Tech Ltd. ("ANVWTL"), Cyprus a subsidiary of the Company, for supply/execution/procurement of map related services, technology and related offerings for a value not exceeding Rs. 120 crore (rupees One hundred twenty crores only) for the financial year 2026-27.

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.

Further, SEBI vide its circular dated June 26, 2025 has introduced the revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ('Standards') to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations read with the SEBI Master Circular dated November 11, 2024 ('SEBI Circular'). The Industry Standards were further amended by SEBI vide its Circular dated October 13, 2025. Required details are as under:

Part A:

A(1).

Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	A.N. Virtual World Tech Ltd.
2.	Country of incorporation of the related party	Cyprus
3.	Nature of business of the related party	ANVWTL is engaged in the business of developing map database and multiple tech products/platforms/applications around maps. It has the capability to offer location-based application suite across multiple sectors such as automotives, logistics, BFSI, urban, etc. globally.

A(2).

Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none">• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered."</i>	<p>ANVWTL is a subsidiary of the Company incorporated in Cyprus. 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.</p> <ul style="list-style-type: none">• The Company holds 97.76% shares in ANVWTL as on 31.03.2026.• ANVWTL is not a partnership firm or a sole proprietorship concern or a body corporate without share capital.• No shareholding of the related party in the listed entity.

A(3).**Details of previous transactions with the related party**

Sr. No.	Particulars of the information	Information provided by the management						
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Sr. No.</th> <th style="text-align: center;">Nature of Transaction</th> <th style="text-align: center;">FY 2024-2025 (INR)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>The Company and ANVWTL have entered 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.</td> <td style="text-align: center;">Rs.9,15,36,590 (Nine crore fifteen lakhs thirty-six thousand five hundred and ninety)</td> </tr> </tbody> </table> <p><i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i></p>	Sr. No.	Nature of Transaction	FY 2024-2025 (INR)	1	The Company and ANVWTL have entered 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.	Rs.9,15,36,590 (Nine crore fifteen lakhs thirty-six thousand five hundred and ninety)	
Sr. No.	Nature of Transaction	FY 2024-2025 (INR)						
1	The Company and ANVWTL have entered 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.	Rs.9,15,36,590 (Nine crore fifteen lakhs thirty-six thousand five hundred and ninety)						
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA						

A(4).**Amount of the proposed transaction(s)**

Sr. No.	Particulars of the information	Information provided by the management	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Nature of Transaction	Amount (Rs. Crore)
		Sale of services	90.00
		Project Expenses	30.00
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	

3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	38.58% (calculated on FY 24-25)								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	436.05% (calculated on FY 24-25)								
6.	Financial performance of the related party for the immediately preceding financial year:									
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-2025 (USD)</th> </tr> </thead> <tbody> <tr> <td>TURNOVER</td> <td>32,60,260</td> </tr> <tr> <td>Profit After Tax</td> <td>-8,99,026</td> </tr> <tr> <td>Net Worth</td> <td>81,93,291</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (USD)	TURNOVER	32,60,260	Profit After Tax	-8,99,026	Net Worth	81,93,291	
Particulars	FY 2024-2025 (USD)									
TURNOVER	32,60,260									
Profit After Tax	-8,99,026									
Net Worth	81,93,291									
	<p><i>Explanations:</i> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</p>									

A(5).

Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management						
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1"> <thead> <tr> <th>Nature of Transaction</th> <th>Amount (Rs. Crore)</th> </tr> </thead> <tbody> <tr> <td>Sale of services</td> <td>90.00</td> </tr> <tr> <td>Project Expenses</td> <td>30.00</td> </tr> </tbody> </table>	Nature of Transaction	Amount (Rs. Crore)	Sale of services	90.00	Project Expenses	30.00
Nature of Transaction	Amount (Rs. Crore)							
Sale of services	90.00							
Project Expenses	30.00							
2.	Details of each type of the proposed transaction	GICL has ongoing business relationship with ANVWPL for supply/execution/procurement of map related services, technology and related offerings.						
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	While the tenure of the on-going arrangements ranges for FY27 to FY28, approval of the Members is being sought for material RPTs for FY26-27.						
4.	Whether omnibus approval is being sought?	No						
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Value of transactions for FY 2026-27 is ₹120 crore. Approval of the Members is being sought for material RPTs for FY 2026-27.						

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	All transactions will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency. Each entity operates independently with distinct commercial responsibilities. The transactions are designed to ensure continuity and reliability in the supply of goods and services, and enhance operational efficiency, without compromising independence.
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	None of the Directors, Key Managerial Personnel (KMP) of the Company, are in any way concerned or interested in the proposed transaction, except to the extent of common directorship/KMP positions and/or shareholding held in related party.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

Part B:

B(1).

Disclosure only in case of transactions relating to sale, purchase or supply of goods or service or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other processes are applied to choose a party. Please refer to the justifications mentioned in point A(5)(6).
2.	Basis of determination of price.	Arm length price
3.	<p>In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</p> <p>a. Amount of Trade advance</p> <p>b. Tenure</p> <p>c. Whether same is self-liquidating?</p>	NA

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations. Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder

(whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 4.

None of the Directors and Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 4 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 4 of the accompanying Notice to the Members for approval.

Item No. 5:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of the SEBI Listing Regulations, and shall require prior approval of Members by means of an ordinary resolution.

The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Further, as per Regulation 2(1)(zc) of the SEBI Listing Regulations, the definition of Related Party Transaction ('RPT') includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

GME is a wholly owned subsidiary of the Company. ANVWTL is a subsidiary of the Company, where the Company holds 96.76% of its Equity share capital. Consequently, both are related parties.

GME is primarily engaged in the business of delivering high-end geospatial services, 2D & 3D mapping products & solutions and Lidar surveys in the Middle East region.

ANVWTL is a company incorporated under the laws of Cyprus, is a subsidiary of Genesys. ANVWTL is engaged in the business of developing map database and multiple tech products/platforms/ applications around maps. It has the capability to offer location-based application suite across multiple sectors such as automotives, logistics, BFSI, urban, etc globally.

The transaction entered or to be entered between these companies not only helps smoothen business operation for both the companies but also ensures consistent flow of desired quality of services without interruption and generation of business to cater to their business requirements.

The management has provided the Audit Committee of Directors ('Audit Committee') with the relevant details of various proposed RPTs including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into RPTs between GME and ANVWTL for an aggregate value upto ₹ 100 crore during FY2026-27. The Audit Committee has noted that the transactions will be executed between GME and ANVWTL on an arm's length basis and in the ordinary course of business of both the parties. The Audit Committee has reviewed the certificate provided by CEO & Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed RPTs between GME and ANVWTL, including the information required to be disclosed in the Explanatory Statement as per SEBI vide its circular dated June 26, 2025 has

introduced the revised Industry Standards on “Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction” (‘Standards’) to facilitate uniform approach and assist listed companies in complying with the provisions of

Regulation 23 of the Listing Regulations read with the SEBI Master Circular dated November 11, 2024 (‘SEBI Circular’). The Industry Standards were further amended by SEBI vide its Circular dated October 13, 2025. Required details are as under:

Sl. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	Genesys Middle East Company Limited (GME), and AN Virtual World Tech Limited (ANVWTL)
2.	Country of incorporation of the related party	GME is incorporated in Kingdom of Saudi Arabia and ANVWTL is incorporated in Cyprus.
3.	Nature of business of the related party	GME is primarily engaged in the business of delivering high-end geospatial services, 2D & 3D mapping products & solutions and Lidar surveys in the Middle East region ANVWTL is a company incorporated under the laws of Cyprus, is a subsidiary of Genesys. ANVWTL is engaged in the business of developing map database and multiple tech products/platforms/applications around maps. It has the capability to offer location-based application suite across multiple sectors such as automotives, logistics, BFSI, urban, etc globally.
A(2) Relationship and ownership of the related party		
1.	Relationship between the subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Genesys Middle East Company Limited (GME), a Wholly owned subsidiary of the Company and A.N. Virtual World Tech Limited (ANVWTL), a subsidiary of the Company.
	Shareholding of the subsidiary, whether direct or indirect, in the related party.	The Company holds 97.76% in ANVWTL and 100% in GME
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable
	Shareholding of the related party, whether direct or indirect, in the	Nil

	Subsidiary		
A(3) Details of previous transactions with the related party			
1.	Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.	Nil	
2.	Total amount of all the transactions undertaken by the subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Subsidiary or during the last financial year.	No	
A(4): Amount of the proposed transactions <i>(All types of transactions taken together)</i>			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Nature of Transaction	Amount (Rs. Crore)
		Sale of Services	50.00
		Purchase of Services	50.00
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	32.15% (calculated on FY 24-25)	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	363.24% - Standalone turnover of ANVWTL for FY25 (calculated on FY 24-25) 503.02% - Standalone turnover of GME for FY25 (calculated on FY 24-25)	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA	

6.	Financial performance of the related party for the immediately preceding financial year.	Particulars	FY 24-25(INR) GME	FY 24-25 (INR) ANVWTL	
		Turnover	19.88 Cr	27.53 Crore	
		Profit After Tax	0.18 Cr	(7.59) Crore	
		Net Worth	2.10 Cr	68.89 Crore	

A(5) Basis details of proposed transactions

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.	Nature of Transaction	Amount (Rs. Crore)	
		Sale of Services	50.00	
		Purchase of Services	50.00	
2.	Details of the proposed transaction	ANVWTL has ongoing relationship in Middle East which going forward the company sees the potential of executing through GME and vice versa.		
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval of the Members is being sought for material RPTs for FY2026-27.		
4.	Whether omnibus approval is being sought?	No		
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of transactions for FY2026-27 is ₹ 100 crore.		
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Refer to background, details and benefit of the transaction captured above. Further, the proposed RPTs are undertaken in the ordinary course of business and on an arm's length basis. Genesys being ultimate shareholder of both the Companies, the transaction entered between these companies not only helps smoothen business operations for both the companies but also ensures consistent flow of desired quality of services without interruption and generation of business to cater to their business requirements.		
7.	Details of the promoter(s)/director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Sajid Malik, Chairman & Managing Director and Key Managerial Personnel ('KMP') of the Company is Director of GME. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in GME and ANVWTL.		
	a. Name of the director / KMP	Mr. Sajid Malik, Chairman & Managing Director and Key Managerial Personnel ('KMP') of the Company is Director of GME		

	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.
Part B: Additional Information		
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding or other processes are applied to choose a party. Please refer to the justifications mentioned in point A(5)(6). Transactions to be entered into arms length basis and in ordinary course of business
2.	Basis of determination of price.	
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

None of the Directors and Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 5 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 5 of the accompanying Notice to the Members for approval.

Item No 6:

To meet working capital requirements/ business expenses/ capital expenditure, the Company may avail further loans of upto ₹ 30 crores (Rupees thirty crores only) from Sajid Malik, Chairman, Managing Director and Promoter of the Company. The terms and conditions of the loan agreement allow the Company to either repay the loan or allow the Promoter to convert the loan into equity. Pursuant to Section 62(3) of the Companies Act, 2013, the Company must seek its shareholders' approval to the terms and conditions of the loan, which the Company proposes to avail from Sajid Malik, if the Promoter proposes to convert the loan into shares of the Company.

The terms and conditions of the loan agreement proposed to be entered into between the Company and the Promoter/Director, Sajid Malik, will, inter alia, include the following:

- (i) the loan will be unsecured;
- (ii) the Company may repay or prepay the loan in part or full.
- (iii) the lender will have the right to convert the loan into equity shares of the Company.

Accordingly, the Board recommends the resolution as set forth in the item no. 6 of the Notice, for the consideration and approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, other than the Promoter is in any way, concerned or interested in the said resolution.

Item No. 7:

To meet the working capital requirements/ business expenses/ capital expenditure, the Company had availed a loan of ₹ 25 crores (Rupees twenty five crores only) from Sajid Malik, Chairman and Managing Director and Promoter over the last thirteen (13) months. The Company has repaid ₹3 crores (Rupees three crores) Sajid Malik and the total outstanding is ₹ 22 crores (Rupees twenty two crores only). The terms and conditions of the loan agreement provide for repayment of the loan, or conversion of the loan into equity, both in whole or in part. Pursuant to Section 62(3) of the Companies Act, 2013, the Company must seek its shareholders' approval to the terms and conditions of the loan proposed to be converted into shares of the Company at a price to be determined at the time of conversion in accordance with the applicable provisions of the Companies Act, 2013 and, where applicable, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The terms and conditions of the loan agreement between the Company and Sajid Malik, include, inter alia, the following:

- (i) the loan is unsecured;
- (ii) the Company may repay or prepay the loan in whole or in part;
- (iii) Sajid Malik has the right to convert whole or part of the loan into equity shares of the Company.

Accordingly, the Board recommends the resolution as set forth in the item no. 7 of the Notice, for the consideration and approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, other than the Promoter, are in any way, concerned or interested in the said resolution.

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

Kushal Jain
Company Secretary & Compliance Officer

Mumbai, April 23, 2026
Registered Office: 73-A, SDF-III, SEEPZ,
Andheri (East), Mumbai - 400096
CIN: L65990MH1983PLC029197