



GENESYSSM

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Date: September 30, 2014

To
The Manager,
The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai- 400051.
Ph: 26598235, Fax: 26598237/38

Scrip Symbol: GENESYS

Dear Sir,

**Subject: Disclosure of Voting Results at 32nd AGM of the Company held on
September 29, 2014, as per the requirements of Clause 35A of the Listing
Agreement**

This is to inform you that all the items of business contained in the Notice of 32nd Annual General Meeting of the Company held on September 29, 2014 at 2.30 p.m. at Kohinoor Continental, Andheri Kurla Road, Andheri (East). Mumbai- 400059 have been approved and passed by the Shareholders with requisite majority.

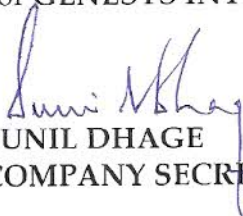
The details of the combined voting results (i.e. result of e-voting together with that of the poll conducted at AGM are enclosed in the prescribed format.

Further, the Scrutinizer's Report on the combined voting result is also attached herewith.

Thanking You,

Yours Faithfully,

For **GENESYS INTERNATIONAL CORPORATION LIMITED**


SUNIL DHAGE
COMPANY SECRETARY



Encl: As above





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DATE OF AGM	September 29, 2014
Total Number of Shareholders on Record Date: - As on September 20, 2014 being date for determining shareholders entitled to receive Dividend - Cut-off date for ascertaining voting rights of Members i.e. on August 22, 2014	3607 3703
No. of shareholders present in the meeting either in person or through proxy: - Promoter and Promoter Group: - Public:	1 25
Number of Shareholders attended the Meeting through Video Conferencing - Promoter and Promoter Group: - Public:	Not Applicable





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AGENDA-WISE

The Mode of voting for all the resolutions was:

1. E-voting conducted between September 23, 2014 to September 25, 2014
2. Poll conducted at the Meeting.

Given below is the resolution wise combined result of e-voting and Poll.

Resolution no.1 (Ordinary Resolution)

Consider and adopt Audited Financial Accounts for the financial year ended 31st March, 2014, together with Report of the Board of Directors and Auditors thereon.

Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5) /(2)]*10 0
Promoter and Promoter Group	17567734	14237034	81.04	14237034	0	100	0
Public- Institution al holders	4079104	70142	1.72	70142	0	100	0
Public- Others	8200674	129480	1.58	129480	0	100	0
Total	29847512	14436656	48.37	14436656	0	100	0





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Resolution no. 2 (Ordinary Resolution)

Declaration of Dividend for the financial year ended 31st March, 2014

Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	17567734	14237034	81.04	14237034	0	100	0
Public- Institution al holders	4079104	70142	1.72	70142	0	100	0
Public- Others	8200674	129480	1.58	129480	0	100	0
Total	29847512	14436656	48.37	14436656	0	100	0

Resolution no. 3 (Ordinary Resolution)

Re-appointment of Mrs. Saroja Malik (DIN:00400421), who retires by rotation and being eligible offers herself for re-appointment

Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	17567734	14237034	81.04	14237034	0	100	0
Public- Institution al holders	4079104	70142	1.72	70142	0	100	0
Public- Others	8200674	129480	1.58	129480	0	100	0
Total	29847512	14436656	48.37	14436656	0	100	0





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Resolution no. 4 (Ordinary Resolution)

To Appoint M/s G.K Choksi & Co., Chartered Accountants, (Firm Registration No.: 125442W), as Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration

Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	17567734	14237034	81.04	14237034	0	100	0
Public- Institution al holders	4079104	70142	1.72	70142	0	100	0
Public- Others	8200674	129480	1.58	129480	0	100	0
Total	29847512	14436656	48.37	14436656	0	100	0

Resolution no. 5 (Ordinary Resolution)

To Appointment of Mr. Ganapthy Vishwanathan (DIN:00400518) as Independent Director to hold office for a term upto March 31, 2019

Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	17567734	14237034	81.04	14237034	0	100	0
Public- Institution al holders	4079104	70142	1.72	70142	0	100	0
Public- Others	8200674	129480	1.58	129480	0	100	0
Total	29847512	14436656	48.37	14436656	0	100	0





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Resolution no. 6 (Ordinary Resolution)

To Appointment of Mr. Ganesh Acharya (DIN: 00702346) as Independent Director to hold office for a term upto March 31, 2019

Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No.of votes- against	%of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5) /(2)]*10 0
Promoter and Promoter Group	17567734	14237034	81.04	14237034	0	100	0
Public- Institution al holders	4079104	70142	1.72	70142	0	100	0
Public- Others	8200674	129480	1.58	129480	0	100	0
Total	29847512	14436656	48.37	14436656	0	100	0

Resolution no. 7 (Ordinary Resolution)

To Appointment of Mr. Hemant Majethia (DIN: 00400473) as Independent Director to hold office for a term upto March 31, 2019

Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No.of votes- against	%of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5) /(2)]*10 0
Promoter and Promoter Group	17567734	14237034	81.04	14237034	0	100	0
Public- Institution al holders	4079104	70142	1.72	70142	0	100	0
Public- Others	8200674	129480	1.58	129480	0	100	0
Total	29847512	14436656	48.37	14436656	0	100	0





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Resolution no. 8 (Ordinary Resolution)

To Appointment of Mr. Anil Kumar Lakhina (DIN: 0075255) as Independent Director to hold office for a term upto March 31, 2015

Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	17567734	14237034	81.04	14237034	0	100	0
Public- Institution al holders	4079104	70142	1.72	0	70142	0	100
Public- Others	8200674	129480	1.58	129480	0	100	0
Total	29847512	14436656	48.37	14366514	70142	99.51	0.49

Resolution no. 9 (Ordinary Resolution)

Appointment and Remuneration of Mrs. Saroja Malik as a Whole Time Director of the Company

Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	17567734	14237034	81.04	14237034	0	100	0
Public- Institution al holders	4079104	70142	1.72	70142	0	100	0
Public- Others	8200674	129480	1.58	128280	1200	99.07	0.93
Total	29847512	14436656	48.37	14435456	1200	99.99	0.01





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Resolution no. 10 (Ordinary Resolution)
Amendment to Article 156 of the Company

Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5) /(2)]*10 0
Promoter and Promoter Group	17567734	14237034	81.04	14237034	0	100	0
Public- Institution al holders	4079104	70142	1.72	70142	0	100	0
Public- Others	8200674	129480	1.58	128280	1200	99.07	0.93
Total	29847512	14436656	48.37	14435456	1200	99.99	0.01

