Genesys International Corporation Ltd.

GENESYS℠
Bringing together people and technology

September 06, 2016

BSE Limited Corporate Relationship Department P.J. Towers, Dalal Street, Fort, Mumbai - 400 001 Ph : 22721233, Fax : 22723121/3719	**National Stock Exchange of India Ltd.** Exchange Plaza, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051 Ph : 26598235, Fax : 26598237/38
Scrip Code : 506109	**Symbol : GENESYS**

Dear Sir,

Sub: Notice of 34th Annual General Meeting of the Company for the Financial Year 2015-16

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a Notice of 34th Annual General Meeting of the Company.

This is for your information and record.

Thanking you,

Yours faithfully,

For GENESYS INTERNATIONAL CORPORATION LTD

GENESYS INTERNATIONAL CORPORATION LTD MUMBAI

SAJID MALIK
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00400366)

Regd. Office : 73-A SDF III, SEEPZ, Andheri (E), Mumbai - 400 096, India.
Tel.: +91-22-2829 0303 • +91-22-4488 4488 • Fax : +91-22-2829 0603
Website : www.igenesys.com • E-mail : investors@igenesys.com
CIN : L65990MH1983PLC029197

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NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of Genesys International Corporation Limited will be held on Friday, September 30, 2016 at 2.30 p.m. at Kohinoor Continental, Andheri – Kurla Road, J. B. Nagar, Andheri (East), Mumbai – 400 059, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Accounts, Report of the Auditors and Directors thereon:**

   - To receive, consider and adopt the audited standalone financial statements of the Company as at March 31, 2016 and the Reports of the Auditors and Board of Directors thereon.
   - To receive, consider and adopt the audited consolidated financial statements of the Company as at March 31, 2016 and the Reports of the Auditors thereon.

2. **Declaration of Dividend:**

   To declare a dividend for the financial year ended March 31, 2016.

3. **Re-appointment of Directors retiring by rotation:**

   To appoint a director in place of Mrs. Saroja Malik, who retires by rotation and being eligible, offers herself for re-appointment.

4. **Ratification of Statutory Auditors:**

   To ratify the appointment of Auditors and to fix their remuneration and in this regard 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 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to recommendation of the Audit Committee of the Board of Directors and pursuant to resolution passed by the members in their 32nd AGM held on September 29, 2014, the appointment of M/s. G. K. Choksi & Co., Chartered Accountants, Mumbai, bearing ICAI Registration No. 125442W, as Statutory Auditors of the Company, to hold office till the conclusion of Thirty Seventh Annual General Meeting of the Company be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them as may be determined and recommended by the Audit Committee in consultation with the Auditors, who has confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act and rule 4 of the Companies (Audit and Auditors) Rules, 2014."

SPECIAL BUSINESS:

5. **Approval for Material Related Party Transactions:**

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

   "**RESOLVED THAT** pursuant to 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 pursuant to Regulation 23 of SEBI (LODR) Regulations and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the approval of the members of the Company be and is hereby accorded to the Material Related Party Transactions as entered by the company for the Financial Year 2015-16 of a value of Rs. 13.26 Crores and transactions to be entered for Financial Year 2016-17 of a value of Rs. 25.25 Crores as per details as set out under item no. 5 of the Statement annexed to this Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

6. **Approval for Material Related Party Transactions:**

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

   "**RESOLVED THAT** pursuant to 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 pursuant to Regulation 23 of SEBI (LODR) Regulations and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the approval 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 include any person authorised by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into Material Related Party Transaction of sale of 6,50,000 (Six lakhs Fifty thousand) equity shares of face value of Rs. 10/- (Rupees Ten only) each of Ventura Securities Limited to Mr. Sajid Malik, Chairman and Managing Director of the Company as per details as set out under item no. 6 of the Explanatory Statement annexed to this Notice and that the Board be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as

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may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

7. **Service of documents under Section 20 of the Companies Act, 2013 and costs thereto:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, whereby a document may be served on any member by the Company through the requested mode of delivery, the consent of the Company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least two week (2 weeks) in advance.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution."

8. **Payment of Commission to Non-Executive Directors:**

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

"**RESOLVED THAT** in accordance with the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, and any other law for the time being in force, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, consent of the Company be and is hereby accorded for payment of commission for each of the five financial years commencing from April 01, 2016 to the Non-Executive Directors of the Company (other than the Managing Director and Whole Time Directors, if any), provided that the commission payable to the Non-Executive Directors per annum shall not exceed in the aggregate One percent (1%) of the Net Profits of the Company, computed in the manner laid down by Sections 198 and other applicable provisions, if any, of the Companies Act, 2013, with authority to the Board of Directors of Company to determine the quantum, the proportion and manner of such payment and distribution as the Board may from time to time decide such that the amount of commission to each Director may vary depending on the responsibilities reposed in them by the Board and other relevant factors."

By Order of the Board of Directors

For GENESYS INTERNATIONAL CORPORATION LIMITED

SAJID MALIK

CHAIRMAN & MANAGING DIRECTOR

Registered Office:

73A, SDF-III, SEEPZ,

Andheri (E), Mumbai - 400 096

Place: Mumbai

Dated: August 13, 2016

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1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The instrument appointing a proxy, duly completed, must be deposited with the Company at its Registered Office not less than 48 hours before the time of commencement of the Meeting. A proxy form is enclosed herewith.
5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting along with their copy of Annual Report.
7. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
9. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from September 23, 2016 to September 30, 2016 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
11. The dividend on Equity Shares of the Company as recommended by the Board of Directors of the Company at its meeting held on May 30, 2016, when approved by shareholders at the ensuing Annual General Meeting will be paid within a period of 30 days from the date of declaration (subject to the provisions of Companies Act, 2013) to those shareholders :-
    a) whose names appear as Beneficial Owners as at the close of business hours on Thursday, September 22, 2016 as per the list made available by the National Securities Depository Limited and the Central Depository Services (India) Limited in respect of the shares held in electronic form; and
    b) whose names appear as members after giving effect to the valid share transfers in physical form lodged with the Company / its Registrar and Transfer Agent on or before the close of business hours on Thursday, September 22, 2016 in respect of shares held in physical form.
12. Members who have not yet encashed their dividend for previous years are advised to correspond with Secretarial Department of the Company. Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividend which remains unclaimed for a period of seven years, will be transferred to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
13. The members are requested to:
    a) Intimate changes in their registered address, if any, to the Registrars, in respect of their holdings in physical form.
    b) Notify immediately, any change in their registered address or Bank mandate, to their Depository Participants and not to the Company or Registrars, in respect of their holdings in electronic form.
14. Non-Resident Indian Shareholders are requested to inform the Company immediately:
    a) Any change in residential status on return to India for permanent settlement
    b) The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
15. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making nominations may procure the prescribed Form SH-13 from the Registrar and Transfer Agent of the Company. Members holding shares in electronic form may contact their respective depository participants for availing the said facility.

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16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.

17. Disclosure pursuant to sub-regulation (3) of Regulation 36 of the SEBI (LODR) Regulations, 2015 with respect to the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting is provided in the Report on Corporate Governance forming part of Annual Report.

18. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your E-mail Address with your Depository Participant to enable us to communicate with you via E-mail.

19. Copies of the Annual Report 2015-16 are being sent by electronic mode only to all the members whose E-mail Addresses are registered with the Company / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their E-mail Addresses, physical copies of the Annual Report 2015-16 are being sent by the permitted mode.

20. The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its members through electronic mode. Accordingly, the Notice of the Thirty Fourth Annual General Meeting and instructions for E-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the members whose E-mail Addresses are registered with the Company / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their E-mail Addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

21. Members may also note that the Notice of the Thirty Fourth Annual General Meeting and the Annual Report 2015-16 will be available on the Company's website www.igenesys.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at investors@igenesys.com.

22. Members desiring any information relating to Annual Accounts of the Company for the year ended March 31, 2016 are requested to write to the Company at least 5 days before the date of Annual General Meeting, so as to enable the management to keep information ready.

23. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and sub-regulation (1) of Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 34th Annual General Meeting (AGM) by Remote e-voting i.e. the facility of casting votes by a member using an electronic voting system from a place other than venue of the annual general meeting. Remote e-voting facility will be provided by Central Depository Services Limited (CDSL).

The instructions for e-voting are as under:

A. The shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date viz. Friday, September 23, 2016 may cast their vote electronically.

B. A shareholder can opt for only one mode of voting i.e. remote e-voting or voting through ballot or voting at venue of AGM. In case a shareholder votes through remote e-voting as well as sends his/her vote through ballot form, the vote cast through remote e-voting shall be considered and the voting through physical ballot shall not be considered by the scrutinizer.

C. The shareholders who have cast their votes either through remote e-voting or ballot shall be entitled to attend the meeting, however, shall not be allowed to cast their vote again at the venue of the annual general meeting.

D. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.

E. The Company has appointed Mr. Dattatray B. Dixit, practicing chartered accountant, as the scrutinizer for conducting the e-voting process in a fair and transparent manner.

F. The scrutinizer will submit his final and consolidated report to the Chairman of the Company within three days after the conclusion of annual general meeting.

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G. The results of annual general meeting shall be declared by the Chairman or his authorized representative or anyone Director of the Company on/ or after annual general meeting within the prescribed time limits.

H. The result of voting will also be placed at the website of the Company viz. www.igenesys.com and also on www.cdslindia.com.

I. The scrutinizer's decision on the validity of all kinds of voting will be final.

Instructions for Remote E-Voting

A. In case of members receiving e-mail:

i. If you are holding shares in demat form and have earlier logged on to www.evotingindia.com and casted your vote for Electronic Voting Sequence Number (EVSN) of any Company, then your existing login id and password are to be used.

ii. If you have forgotten the password then enter the User ID and Captcha Code. Then, click on forgot password & enter the details as prompted by the system.

Procedure for shareholders casting their vote electronically for the First time:

a. To initiate the voting process, log on to the e-voting website www.evotingindia.com.

b. Click on "Shareholders" tab to cast your votes.

c. Thereafter, select the relevant Electronic Voting Sequence Number (EVSN) alongwith "Company Name" from the drop down menu and click on "SUBMIT" for voting.

d. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	**For Members holding shares in Physical Form**
User ID	**For NSDL**: 8 Character DP ID followed by 8 Digits Client ID **For CDSL**: 16 digits beneficiary ID	Folio Number registered with the Company
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders).	
Dividend Bank Details OR Date of Birth (DOB)	Enter your bank details or Date of Birth in dd/mm/yyyy format as recorded with your depository participant in case of electronic shares or with the company in respect of physical shares in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned above.	

*Members who have not updated their PAN with the Company/ Depository Participant are requested to use first two characters of the first name and remaining eight digits from the sequence number. If the sequence number is less than eight digit the remaining digits should be padded with the relevant number of zero(0) from the left. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

CDSL users can enter any one of the details viz. dividend bank details or date of birth, in order to login; however, NSDL users mandatorily have to mention their bank account number in order to login. In case bank details are not recorded with the depository, please enter the number of shares held by you as on the cut-off date viz. Friday, September 23, 2016 in the Dividend Bank details field.

i. After entering these details appropriately, click on "SUBMIT" tab.

ii. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

iii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

iv. Now select the relevant Electronic Voting Sequence Number (EVSN) alongwith "Company Name" on which you choose to vote.

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v. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the resolution and option "NO" implies that you dissent to the resolution.

vi. Click on the "Resolutions File Link" if you wish to view the entire resolutions.

vii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

ix. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

x. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

B. ADDITIONAL INSTRUCTIONS FOR NON–INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

a. Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.co.in and register themselves as Corporates.

b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

C. The voting period begins at 9.00 a.m. on Tuesday, September 27, 2016 and ends on 5.00 p.m., Thursday, September 29, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

D. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under "Help" section or write an email to helpdesk.evoting@cdslindia.com

E. INSTRUCTIONS FOR VOTING THROUGH BALLOT

The Company is providing the facility of ballot form to those shareholders, who do not have access to remote voting in respect of the resolutions as set out in this notice. The ballot form with instructions is enclosed along with the Annual Report. The last date for receiving the ballot form will be September 29, 2016 on or before 5.00 p.m. Ballot forms received after this date shall not be considered.

A shareholder may download duplicate ballot form from the website of the Company forming part of Annual Report.

Detailed instructions for voting are provided in the ballot form.

The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM.

A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

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

Item No. 5

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party as defined under Section 2(76) of the Act and SEBI (LODR) Regulations, except with the consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The transactions with the related parties as per resolution No. 5 are at arm's length and in the ordinary course of business of the Company. However, as per the Regulation 23 of SEBI (LODR) Regulations all material transactions with related party shall require approval of the Members of the Company through Resolution and the related parties shall abstain from voting on such resolutions. "Material Transaction" with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. During the year 2015-16, the Company has entered into certain business transactions with A.N. Virtual World Tech Limited, an associate company, which is a "Related Party" as defined under section 2 (76) of the Companies Act, 2013. The Company also proposes to enter into transaction with A.N. Virtual World Tech Limited, during the financial year 2016-17. These transactions are of specific value as provided in Resolution at Item No. 5, at the agreed terms of the transactions between the parties. The Audit Committee and Board of Directors have approved the said related party transactions which were placed before it in its meeting and have noted that these transactions are in the ordinary course of business and are at arm's length.

Information required to be provided under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is as under:

1. **Name of the Related Party and relationship:**

   A.N. Virtual World Tech Limited is an associate Company of Genesys International Corporation Limited.

2. **Name of the Directors / Key Managerial Personnel who is related, if any**: Mr. Sajid Malik and Mr. Ganapathy Vishwanathan holds position of Director in A. N. Virtual World Tech Limited. However, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, "financially or otherwise", in this resolution.

3. **Monetary Value**: As mentioned in the resolution

4. **Nature, material terms and particulars of the arrangement:**

For the year 2015-16:

Provision of services to M/S A. N. Virtual World Tech Limited as per agreements dated 02.04.2014 and 10.10.2015 for Rs. 6.63 crores and Rs. 6.63 crores respectively.

For the year 2016-17

Provision of services to M/S A. N. Virtual World Tech Limited as per agreement dated 10.10.2015 for Rs. 25.25 crores.

Item No. 6:

Ventura Securities Limited is Mumbai based unlisted public limited company engaged in shares and stock broking business. The Company holds 6,50,000 (Six lakhs fifty thousand) equity shares of face value of Rs. 10/- (Rupees Ten only) each which amounts to 11.71% of the total equity capital of Ventura Securities Limited.

With a view to improve cash flow, facilitate funds for business operations and to focus on the core business area, the Company has worked out financing strategy. Under this strategy it is propose to sell out Company's investment in Ventura Securities Limited to Mr. Sajid Malik, Chairman and Managing Director of the Company.

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party as defined under Section 2(76) of the Act and SEBI (LODR) Regulations, except with the consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The transaction with the related party as per resolution No. 6 is at arm's length but not in the ordinary course of business of the Company. Therefore, members' approval is sought under the relevant provisions of the Act. Further, as per the Regulation 23 of SEBI (LODR) Regulations all material transactions with related party shall require approval of the Members of the Company through Resolution and the related parties shall abstain from voting on such resolutions. "Material Transaction" with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The Audit Committee and Board of Directors have approved the said related party transaction which was placed before it in its meeting and has noted that this transaction is at arm's length.

Information required to be provided under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is as under:

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1. **Name of the Related Party and relationship:**

   Sajid Malik's is Chairman and Managing Director of the Company and holds 403088 equity shares i.e. amounting to 1.32 % of the total share capital of the Company.

2. **Name of the Directors / Key Managerial Personnel who is related, if any and nature of relationship**: Mrs. Saroja Malik, whole time director is mother and Mr. Sohel Malik, executive director is brother of Mr. Sajid Malik.

3. **Monetary Value**: Rs. 7.22 crores (amount of advance received)

4. **Nature, material terms, value and particulars of the arrangement:**

   Advance received from Mr Sajid Malik, Chairman & Managing Director towards sale of 650,000 equity shares of M/S Ventura Securities Limited. The transaction will be executed based on valuation report from Valuer.

5. **Any other relevant/ important information:**

   Nil

No Director, Key Managerial Personnel or their relatives other than those as mentioned hereinabove are interested in the proposed Resolution.

Item No. 7

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore the actual expenses proposed to be borne by the Company for such dispatch will be paid in advance by the member to the Company.

The Board recommends the Resolution at item No. 7 for the approval of the Shareholders.

No Director of the Company, Key Managerial Personnel or their relatives respectively is in anyway interested in the proposed Resolution

Item No. 8

Section 197 of the Companies Act, 2013 provides that except with the approval of the Company in general meeting by way of special resolution, the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed one percent of the net profits of the company, if there is a managing or whole-time director or manager.

The Members of the Company at the Twenty Ninth Annual General Meeting held on September 22, 2011, had approved the payment of such remuneration by way of commission to the Non-Executive Directors of the Company for a period of five years with effect from April 1, 2011. The aforesaid approval by the shareholders was valid for a period of five (5) years i.e. up to March 31, 2016. Taking in to consideration the time spent, the dynamic corporate governance norms, the responsibilities entrusted upon them under the law and the overall benefits accrued to the Company from the invaluable inputs provided by the Non-Executive Directors, it is felt that the payment of Commission should be continued.

The Board at its Meeting held on May 30, 2016 has approved, subject to approvals of Members and such statutory approvals as may be necessary, payment by way of commission, to be paid to the Non- Executive Directors of the Company as envisaged in the resolution as set out in Item No. 8 for a further period of five (5) years with effect from April 1, 2016. The Board of Directors will determine each year, the specific amount to be paid as commission to the Non-Executive Directors which shall not exceed 1% of the net profits of the Company for that year, as computed in the manner referred to in Section 198 and other applicable provisions, if any, of the Companies Act, 2013.

The Members are requested to approve the payment of commission to the Non-Executive Directors of the Company for a further period of five years with effect from April 1, 2016.

The payment of commission would be in addition to the sitting fees payable for attending Board/ Committee Meetings.

All Non-Executive Directors of the Company may be deemed to be concerned or interested in this Special Resolution to the extent of the commission that may be received by them.

By Order of the Board of Directors

For GENESYS INTERNATIONAL CORPORATION LIMITED

SAJID MALIK

CHAIRMAN & MANAGING DIRECTOR

Registered Office:

73A, SDF-III, SEEPZ,

Andheri (E),

Mumbai - 400 096

Place: Mumbai

Dated: August 13, 2016

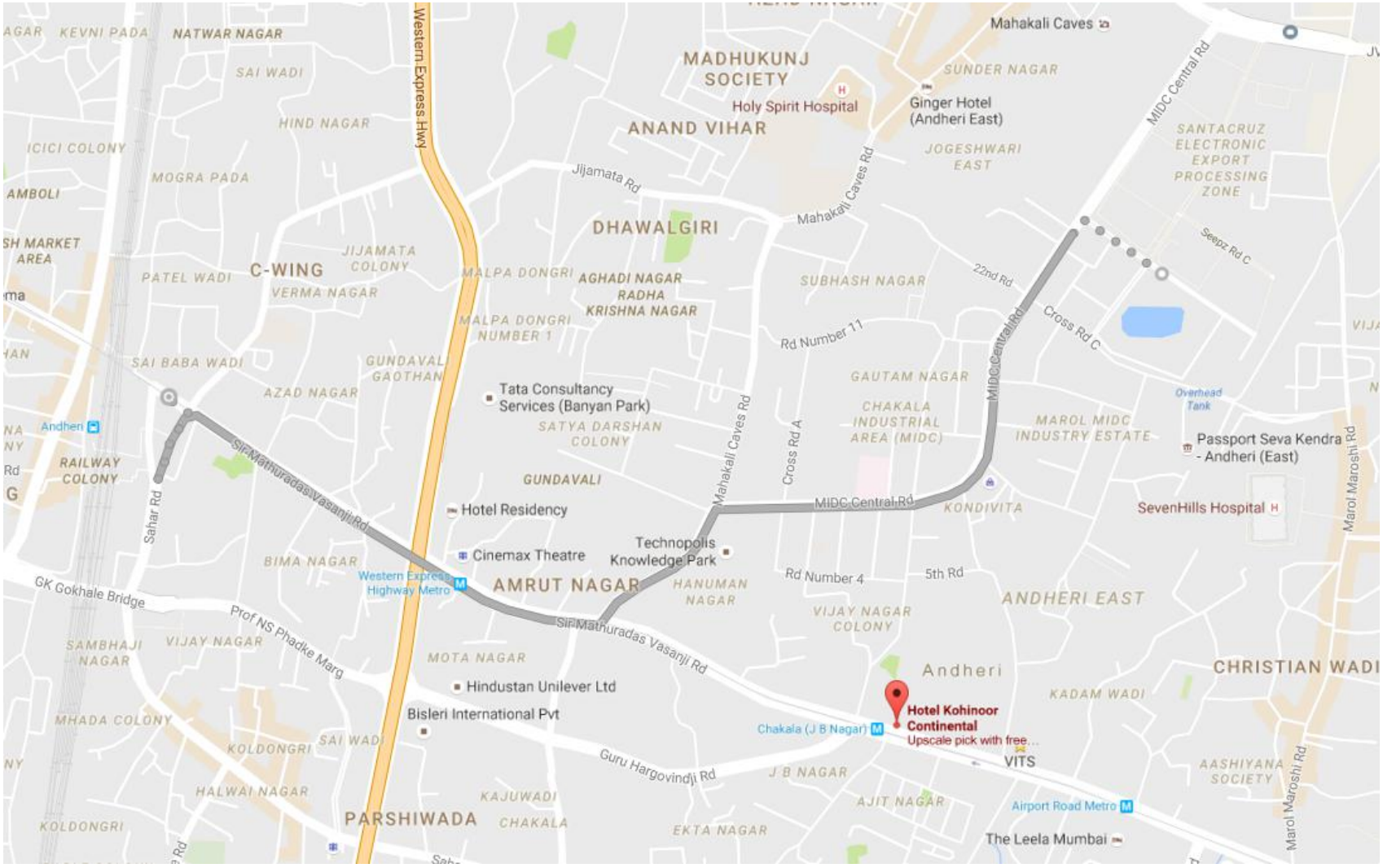
NOTES

PROFILE OF DIRECTORS BEING APPOINTED

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below :

Name of the Director	**Mrs. Saroja Malik**
Nature of Resolution	Re-appointment as Director
Date of Birth	September 28, 1937
Director Identification Number	00400421
Qualifications	B.Com, LLB
Experience in specific functional areas	Mrs. Saroja Malik is the promoter of the Company and is associated with the Company since its inception. She was re-appointed as the Whole-Time Director of the Company w.e.f September 29, 2014. She has a vast experience in the field Legal & Compliance, Income Tax and Custom Regulations. She also has flair in office administration.
Directorships held in other Companies (including Foreign Companies and Private Companies)	1. GI Engineering Solutions Limited 2. Ventura Guaranty Limited 3. Valeo Nutra Private Limited 4. Genesys Enterprises Inc. (USA)
Chairman / Member of Committees of Other Companies	Member : **GI Engineering Solutions Limited** 1. Audit Committee 2. Stakeholders' Relationship Committee 3. Nomination & Remuneration Committee
Number of Equity Shares held in the Company	3,85,758 Equity Shares (inclusive of 2800 Equity Shares held jointly with Sajid Malik)

ROUTE MAP FOR AGM LOCATION



(Map not to Scale)