

Saroja Malik

701 VASTU, 7TH FLOOR, BANDSTAND, BANDRA (WEST), MUMBAI – 400 050

Date: November 23, 2016

To,
The Securities & Exchange Board of India
Plot No.C4-A,'G' Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400051

Dear Sir/Madam,

Re: Disclosure under Regulation 10(7) of Takeover Regulations

I attach the prescribed disclosure under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**") with respect to acquisition of shares by way of gift through inter-se promoter transfer.

I also attach the disclosures submitted to the Stock Exchanges under Regulation 10(5) as **Annexure – 4**, Regulation 10(6) as **Annexure – 5** and Regulation 29 as **Annexure – 6** of the Takeover Regulations, for the purpose of ease of reference.

Also, please find enclosed a demand draft bearing no. 882439 dated 17/11/2016 drawn on Corporation Bank for a sum of Rs.1,50,000/- (Rupees one lakh fifty thousand only) payable in Mumbai in favour of the SEBI Board.

Please acknowledge receipt of the same and take the disclosures on record.

Yours faithfully,



Saroja Siraj Malik

Enclosed as above

CC:

Department of Corporate Relations
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

Corporate Office
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E)
Mumbai 400051

Company Secretary
Genesys International Corporation Limited
73A SDF-III, SEEPZ
Andheri (East)
Mumbai 400096

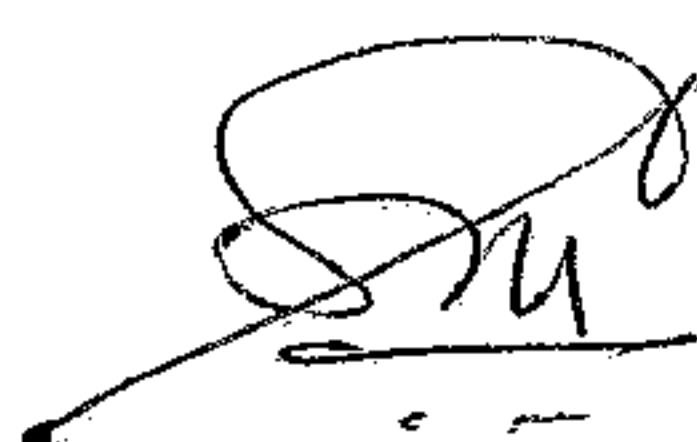
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Disclosures under Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in Regulation 10(1)(a)(ii) of Takeover Regulations

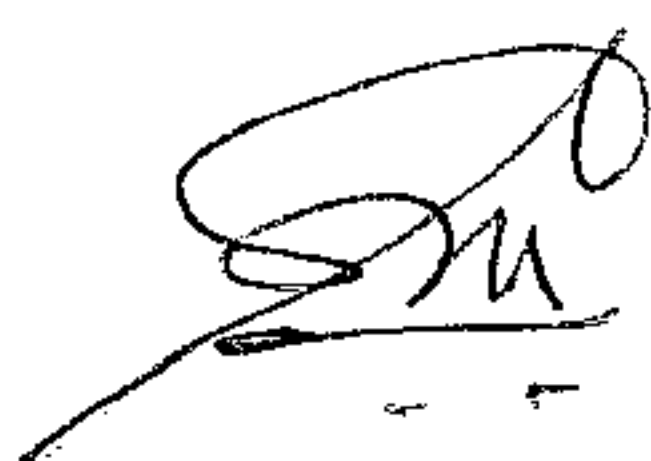
1.	General Details	
a.	Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	Mrs. Saroja Siraj Malik [701, Vastu, 7 th Floor, Bandstand, B.J. Road, Bandra (West), Mumbai 400050 Tel No. 022 26424786 Email : saroja.malik@igenesys.com :
b.	Whether sender is the acquirer (Y/N)	Yes
c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	N/A
d.	Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	N/A
2.	Compliance of Regulation 10(7)	
a.	Date of report	November 23, 2016
b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes
c.	Whether the report is accompanied with fees as required under Regulation 10(7)	Yes
3.	Compliance of Regulation 10(5)	
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed at least 4 working days before the date of the proposed acquisition.	Yes
b.	Date of report	November 07, 2016
4.	Compliance of Regulation 10(6)	
a.	Whether the report has been filed with the Stock Exchanges	Yes



		where the shares of the Company are listed within 4 working days of the acquisition.				
	b.	Date of report	November 15, 2016			
	5.	Details of Target Company				
	a.	Name & address of TC	Genesys International Corporation Limited 73-A, SDF III, SEEPZ, Andheri E, Mumbai 400096			
	b.	Name of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited and National Stock Exchange of India Ltd.			
	6.	Details of Acquisition				
	a.	Date of acquisition	November 12, 2016			
	b.	Acquisition price per share (in Rs.)	N/A – as the transfer is by way of gift from a son to his mother			
	c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 3(3)			
	d.	Shareholding of Acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition	
			No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC
		<i>Names of the Acquirers:</i>				
		<u>Acquirer:</u>				
		Mrs. Saroja Malik	3,85,758	1.27%	54,50,833	17.905%
		Kadam Holdings Limited	33,30,700	10.94%	33,30,700	10.94%
			37,16,458	12.21%	87,81,533	28.845%
		<u>PACs with Mrs. Saroja Malik (excluding Mr. Sohel Malik)</u>	67,90,876	22.30%	87,85,201	28.85%
		Total (Please refer to <u>Annexure-1</u>)	1,05,07,334	34.51%	1,75,66,734	57.695%
	e.	Shareholding of seller(s) in TC	Before the acquisition		After the acquisition	



		(in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC
		Name of the seller(s): [Transferor Donor] Mr. Soheli Siraj Malik (For further details, please refer to <u>Annexure-1</u>)	70,60,400	23.19%	1,000	0.003%
7.	Information specific to exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(ii)					
	a.	Provide the names of the seller(s)	Mr. Soheli Siraj Malik			
	b.	Specify the relationship between the acquirer(s) and the seller(s).	Mother & Son			
	c.	Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition	2015-16 (as on March 31, 2016)	2014-15 (as on March 31, 2015)	2013-14 (as on March 31, 2014)	
		Acquirer(s): Mrs. Saroja Siraj Malik	1.27%	1.27%	1.28%	
		Seller(s): Mr. Soheli Siraj Malik	23.19%	23.19%	23.65%	
	d.	Confirm that the acquirer(s) and the seller/s have been named promoters in the shareholding pattern filed by the target company in terms of the listing agreement or the Takeover Regulations. Provide copies of such filings under the listing agreement or the Takeover Regulations.	Yes, the Acquirer and the seller/s (Transferor) have been named as promoters in the shareholding pattern filed by the target company in terms of the Listing Regulations and the Takeover Regulations Copies of such filings under the Listing Regulations are hereby enclosed as <u>Annexure-2</u> .			
	e.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days	NA, as acquisition was by way of gift			

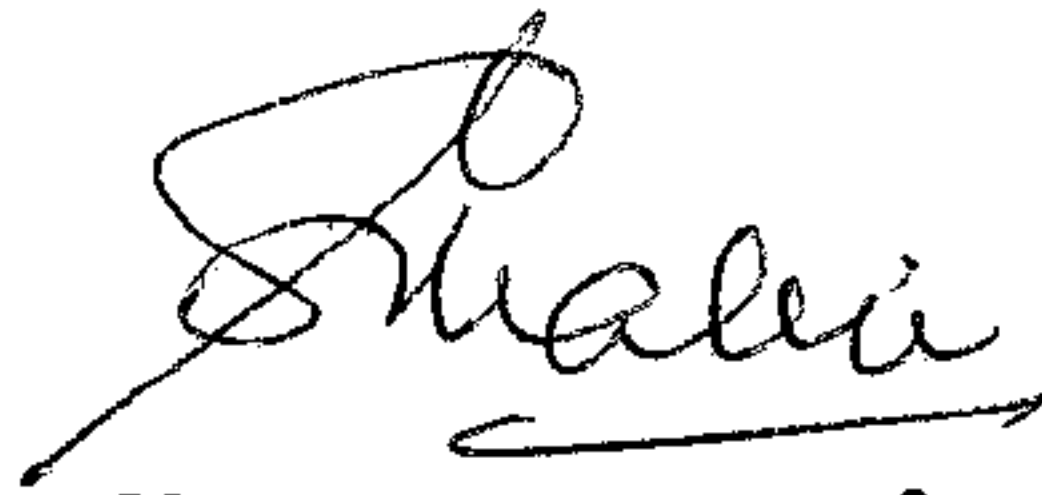


		preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	
	f.	If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	NA, as acquisition was by way of gift
	g.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable	NA, as acquisition was by way of gift.
	h.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	November 07, 2016
	i.	1) Whether the acquirers as well as sellers have complied (during 3 years prior to the date of acquisition) with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). 2) If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same.	1) Yes 2) Regulations 29(1), 29(2), 30(2) and 31(1) dated : 2013-14 : April 03, 2014 2014-15 : April 03, 2015 2015-16 ; April 04, 2016 The disclosures made by the transferor and the transferee are enclosed in <u>Annexure-3</u>



	j.	Declaration by the acquirers that all the conditions specified under regulation 10(1)(a)(ii) with respect to exemptions has been duly complied with.	I, as the Acquirer, declare that I have duly complied with all conditions specified under regulation 10(1) (a) (ii) with respect to exemptions.
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I hereby declare that the information provided in the instant report is true and nothing has been concealed therefrom.


Signature: ✓

Date: November 23, 2016

Place: Mumbai

Note:

- (*) In case, percentage of shareholding to the total share capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately and then collectively in a group

Annexure-1

Shareholding Pattern of Promoter and Promoter Group as on September 30, 2016

Name	Before the proposed transaction		After the proposed transaction	
	No. of shares	% w.r.t total share capital of TC	No. of shares	% w.r.t total share capital of TC
Saroja Siraj Malik	3,85,758	1.27%	54,50,833	17.905%
Sajid Siraj Malik	4,03,088	1.32%	23,97,413	7.87%
Sohel Siraj Malik	70,60,400	23.19%	1,000	0.003%
Kadam Holding Limited	33,30,700	10.94%	33,30,700	10.94%
Kilam Holdings Limited	63,87,788	20.98%	63,87,788	20.98%
TOTAL	1,75,67,734	57.7%	1,75,67,734	57.7%

