Genesys International Corporation Ltd

GENESYS[SM]
Bringing together people and technology

May 29, 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**

Sub.: Annual Secretarial Compliance Report for the Financial Year 2025-26 under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable circulars issued by the SEBI, BSE Limited and National Stock Exchange of India Limited, from time to time, we are enclosing herewith the Annual Secretarial Compliance Report issued by M/s Roy Jacob & Co., Practicing Company Secretaries for the Financial Year 2025-26.

Please take the above on your records.

Thanking you,

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

KUSHAL VASTIMAL JAIN

Digitally signed by KUSHAL VASTIMAL JAIN
Date: 2026.05.29 10:18:04 +05'30'

Kushal Jain
Company Secretary & Compliance Officer

ISO/IEC 27001 Information Security Management
ISO 9001 Quality Management

Secretarial Compliance Report of Genesys International Corporation Limited
For the Financial Year Ended March 31, 2026

To
Genesys International Corporation Ltd
73-A SDF- III, SEEPZ, Andheri-East,
Mumbai-400096

I have examined:

(a) all the documents and records made available to us and explanation provided by Genesys International Corporation Limited ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended on 31st March 2026 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations,2018 (Not applicable to the listed entity for the period under review);

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(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company for the financial year under report)

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

(h) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018.

and circulars/guidelines as applicable.

And based on the above examination, We hereby report that, during the period under Review:

(a)(**)The listed entity where ever it is applicable, has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
1	SEBI (LODR) Regulations, 2015	17(1)	Delay in appointment of Director	Stock Exchanges (BSE and NSE)	Fine	Delayed in appointment in place of independent director completed his tenure	For quarter ended 31st December 2025 Fine of Rs.40,000 was levied by each stock exchange, viz NSE and BSE	The Company has complied with the regulation 17(1) of SEBI (LODR), 2015 as on 31stMarch, 2026	The Company has paid the fine amount and duly filled-up the vacancies by making an appointment of Independent Director on 13th March 2026	NA
2	SEBI (LODR) Regulations, 2015	19(1)/19(2)	Non-Compliance with the constitution of NRC	Stock Exchanges (BSE and NSE)	Fine	Non-Compliance with the constitution of NRC	For quarter ended 31st December 2025 Fine of ₹14,000 levied by each stock	The Company complied with the regulation 19(1)/19(2) of SEBI	The Company has paid the fine amount and re-constituted the committee on 31/12/2025	NA

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							exchange, viz NSE and BSE	(LODR), 2015 as on 31st March, 2026		
3	SEBI (LODR) Regulations, 2015	20(2)/(2A)	Non-Compliance with the constitution of Shareholders Relationship Committee	Stock Exchanges (BSE and NSE)	Fine	Non-Compliance with the constitution Shareholders Relationship Committee	For quarter ended 31st December 2025 Fine of ₹14,000 levied by each stock exchange, viz NSE and BSE	The Company complied with the regulation 20(2)/(2A) of SEBI (LODR), 2015 as on 31st March, 2026	The Company has paid the fine amount and re-constituted the committee on 31/12/2025	NA
4	SEBI (LODR) Regulations, 2015	21(2)	Non-Compliance with the constitution of Risk Management Committee	Stock Exchanges (BSE and NSE)	Fine	Non-Compliance with the constitution Risk Management Committee	For quarter ended 31st December 2025 Fine of ₹14,000 levied by each stock exchange, viz NSE and BSE	The Company complied with the regulation 21(2) of SEBI (LODR), 2015 as on 31st March, 2026	The Company has paid the fine amount and re-constituted the committee on 31/12/2025	NA
5	SEBI (LODR) Regulations, 2015	17(1)	Delay in appointment of Director	Stock Exchanges (BSE and NSE)	Fine	Delay in appointment in place of independent director who completed his tenure	For quarter ended 31st March, 2026 Fine of Rs.4,18,900 was levied by each stock exchange, viz NSE and BSE	The Company has complied with the regulation 17(1) of SEBI (LODR), 2015 as on 31st March, 2026	The Company has made the appointment of Mr. Sumit Sen as an Independent Director on March 13, 2026 and is in compliance with regulation 17(1)	NA

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No.	Observations / Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2025	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity

1	There was a delay in Appointment of Director as per Regulation 17(1) of SEBI (LODR) Regulations, 2015	There was a delay in Appointment of Director and Number Of Director Fallen below minimum six	The minimum number of Directors on the Board of top 2000 listed companies as per Regulation 17(1) of SEBI(LODR) Regulations, 2015 must not be less than six	Number of Directors fell below the minimum six	The Company has duly filled up the vacancies on the Board and the composition of Board is now in compliance with SEBI(LODR) Regulations, 2015	NA

I hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

S No.	Particulars	Compliance Status Yes/No/NA	Observations/Remarks by PCS
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	
2	<u>Adoption and timely updation of the Policies</u>: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed &timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	
3.	<u>Maintenance and disclosures on Website</u>: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes Yes Yes	
4	<u>Disqualification of Director:</u>	Yes	

Roy Jacob & Co
Company Secretaries
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	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity		
5	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	 Yes Yes	
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI regulations.	Yes	
8	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee	Yes NA	
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as detailed herein above in clause I (a) (**)	Yes	During the period under review, Stock Exchanges levied penalty as per the Standard Operating Procedures issued by SEBI for non-compliance with

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			Regulations 17(1), 19(1)/(2), 20(2)/(2A), 21(2) of the SEBI (LODR) Regulations, 2015 regarding composition of Board of Directors and various Committees of the Company and the Company had made the appointment, re-constituted the committees and paid the fine to Stock Exchanges. The composition of Board and Committees is in line with SEBI(LODR) Regulations, 2015 as on March 31, 2026
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiaries has/ have complied with the paragraph 6.1 and 6.2 of Section V-D of Chapter V of the master Circular on Compliance with the provisions of the LODR Regulations by listed entities.	NA	Not applicable to the listed entity during the review period
13	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc, except as reported above.	Yes	

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

I, further report that the listed entity is in compliance with the disclosure requirements of employee benefit scheme documents in terms of regulation 46 (2) of the LODR Regulations.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

Roy Jacob & Co
Company Secretaries
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2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Mumbai
Date: 28/05/2026

For **Roy Jacob & Co,**
Company Secretaries

ROY JACOB PANTHAPPALLIL
Digitally signed by ROY JACOB PANTHAPPALLIL
Date: 2026.05.28 15:32:28 +05'30'

(Roy Jacob)
Proprietor
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Peer Review Cer.No.6461/2025