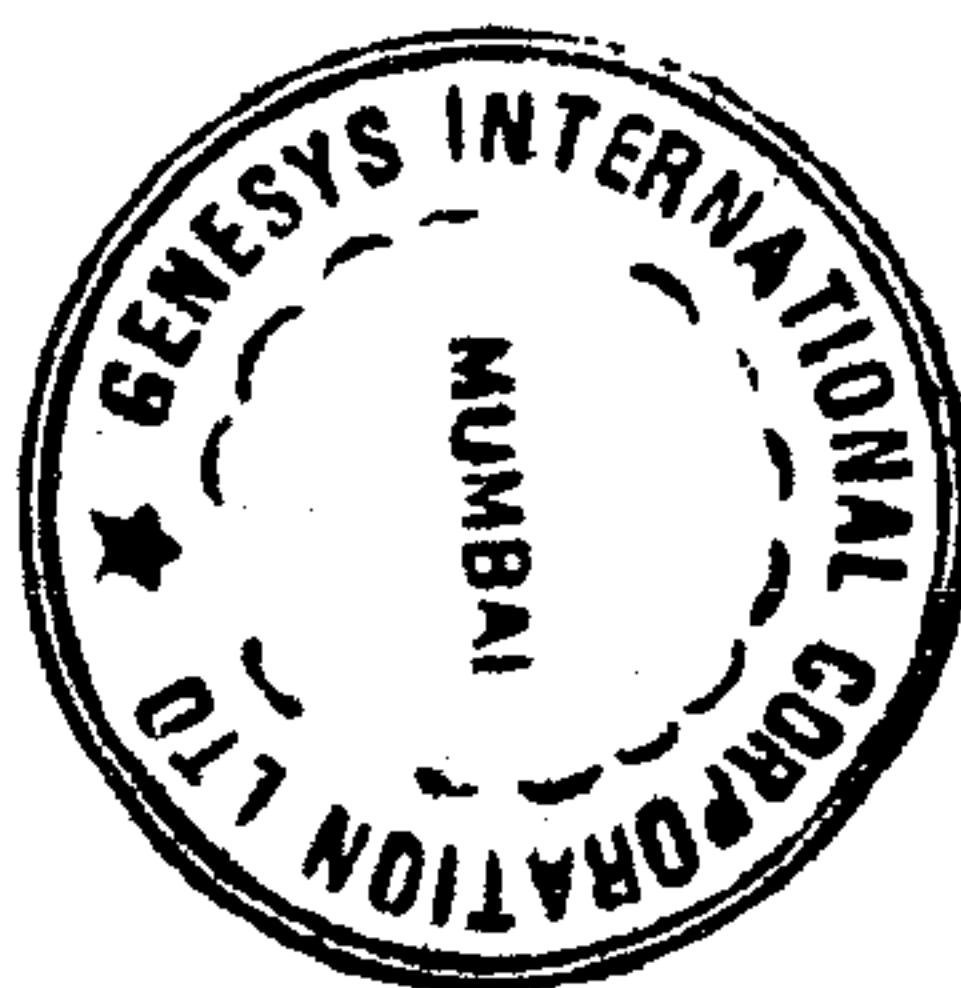


(I)(a) Statement showing Shareholding Pattern

Name of the Company: Genesys International Corporation Limited Scrip Code: 506109 Symbol: GENESYS Name of the Scrip, class of securities: Equity Quarter ended: March 31, 2012			
Partly paid up shares:-	No of partly paid-up shares	As a % of total no. of partly paid up Shares	As a % of total no. of shares of the company
Held by promoter/promoter group	Nil	Nil	Nil
Held by public	Nil	Nil	Nil
Total	Nil	Nil	Nil
Outstanding convertible securities:-	No of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	Nil	Nil	Nil
Held by public	Nil	Nil	Nil
Total	Nil	Nil	Nil
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by promoter/promoter group	Nil	Nil	Nil
Held by public	Nil	Nil	Nil
Total	Nil	Nil	Nil
Total paid -up capital of the company asuming full conversion of warrants and convertible securities	Nil	Nil	Nil



Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in Dematerialised Form (V)	Total Shareholding as a % of Total Number of Shares.		Shares Pledged or otherwise encumbered	
					% of (A+B) (VI)	% of (A+B+C) (VII)	Number of shares (VIII)	As a percentage (IX)= (VIII)/(IV)*100
(A)	Shareholding of Promoter and Promoter Group							
1	Indian							
	(a) Individuals/ Hindu Undivided Family	0	0	0	0.00	0.00	0	0
	(b) Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0
	(c) Bodies Corporate including Associates	0	0	0	0.00	0.00	0	0
	(d) Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0
	(e) Any Other (Directors & their Relatives)	3	788846	788846	2.64	2.64	786046	99.65
	Sub-Total (A)(1)	3	788846	788846	2.64	2.64	786046	99.65
2	Foreign							
	(a) Individuals (Non- Resident Individuals) Director	1	7060400	7060400	23.65	23.65	0	0
	(b) Bodies Corporate	2	9718488	9718488	32.56	32.56	0	0
	(c) Institutions	0	0	0	0.00	0.00	0	0
	(d) Any Other (specify)	0	0	0	0.00	0.00	0	0
	Sub-Total (A)(2)	3	16778888	16778888	56.22	56.22	0.00	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	6	17567734	17567734	58.86	58.86	786046	4.47
(B)	Public Shareholding							
1	Institutions							
	(a) Mutual Funds/ UTI	4	5800	0	0.02	0.02		
	(b) Financial Institutions/ Banks	2	1168377	1168377	3.91	3.91		
	(c) Central Government/ State Government(s)	0	0	0	0.00	0.00		
	(d) Venture Capital Funds	0	0	0	0.00	0.00		
	(e) Insurance Companies	0	0	0	0.00	0.00		
	(f) Foreign Institutional Investors	8	3053469	3053469	10.23	10.23		
	(g) Foreign Venture Capital Investors	0	0	0	0.00	0.00		
	(h) Any Other (specify)	0	0	0	0.00	0.00		
	Sub-Total (B)(1)	14	4227646	4221846	14.16	14.16		
2	Non-institutions						NA	NA
	(a) Bodies Corporate	183	1335584	1333242	4.47	4.47		
	(b) Individuals							
	(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	3084	1674105	1624545	5.61	5.61		
	(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	23	1221240	1221240	4.09	4.09		
	(c) Any Other (specify)							
	Foreign National	0	0	0	0.00	0.00		
	Clearing Members	15	2006	2006	0.01	0.01		
	Non Resident Indians	55	3319565	3319565	11.12	11.12		
	Independent Directors & their Relatives	5	411684	410950	1.38	1.38		
	OCB	1	100	0	0.00	0.00		
	Genesys Technologies Employees Welfare Trust	1	87848	0	0.29	0.29		
	Sub-Total(B)(2)	3367	8052132	7911548	26.98	26.98		
	Total Public Shareholding (B)= (B)(1)+(B)(2)	3381	12279778	12133394	41.14	41.14	NA	NA
	TOTAL(A)+(B)	3387	29847512	29701128	100.00	100.00	786046	2.63
(C)	Shares held by Custodians and against which Depository Receipts have been issued						NA	NA
(1)	Promoter and Promoter Group	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(2)	Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	GRAND TOTAL (A)+(B)+(C)	3387	29847512	29701128	100.00	100.00	786046	2.63



Ami Khajep

GENESYS INTERNATIONAL CORPORATION LIMITED

(I)(b) Statement showing Shareholding of persons belonging to the category "Promoter and Promoter Group"

Sr. No. (I)	Name of the shareholder (II)	Total Shares held		Shares pledged or otherwise encumbered			Details of Warrants		Details of Convertible Securities		Total Shares (including underlying shares assuming full conversion of warrants and Convertible Securities) as a % of diluted share capital	
		Number (III)	As a % of grand total (A)+(B)+(C) (IV)	Number (V)	As a percentage (VI)=(V)/(III)*100	As a % of Grand total (A+B+C) of sub-clause (I)(a)(VII)	Number of Warrants Held (VIII)	As a % total number of warrants of the same class (IX)	Number of convertible securities held (X)	As a % total number of convertible securities of the same class (XI)	As a % total number of convertible securities of the same class (XI)	(XII)
1	Mr. Sohel Malik	7060400	23.65	0	0	0						
2	Kilam Holdings Ltd	6387788	21.40	0	0	0						
3	Kadam Holding Ltd	3330700	11.16	0	0	0						
4	Mr. Sajid Malik	403088	1.35	403088	100.00	1.35						
5	Mrs. Saroja Malik	382958	1.28	382958	100.00	1.28						
6	Mrs. Saroja Malik jointly with Mr. Sajid Malik	2800	0.01	0	0	0						
	TOTAL	17567734	58.86	786046	4.47	2.63						

(I)(c)(i) Statement showing Shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No. (I)	Name of the shareholder (II)	Number (III)	Shares as a % of total number of shares (IV)	Details of Warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total	Number of convertible securities held	% w.r.t total number	
1	Sunil Krishnani	3200000	10.72					
2	Aman Limited A/c Amas India Investments	973458	3.26					
3	India Focus Cardinal Fund	960000	3.22					
4	Ventura Securities Limited	700600	2.35					
5	General Insurance Corporation of India	689581	2.31					
6	United India Insurance Company Limited	478796	1.60					
7	Taib Securities Mauritius Limited	426740	1.43					
8	Credo India Thematic Fund Limited	372111	1.25					
	TOTAL	7801286	26.14					

(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No. (I)	Name(s) of the shareholder(s) and Persons Acting Concert (PAC) with them	Number of shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Details of Warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total	Number of convertible securities held	% w.r.t total number	
1	Sunil Krishnani	3200000	10.72					
2	Sunita O Hemrajani	145926	0.49					
	TOTAL	3345926	11.21					

(I)(d) Statement showing details of locked-in shares

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a % of total number of shares
1	NIL	NIL	NIL	NIL
	TOTAL			

(II)(b) Statement showing Holding of Depository Receipts (DRs) where underlying shares held by 'promoter/promoter group' in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a % of total number of shares
1	NIL	NIL	NIL	NIL
	TOTAL			



GENESYS INTERNATIONAL CORPORATION LIMITED

(III)(a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer.

Shareholding Pattern as on 31.3.2012

Scrip Code : 506109

Symbol : GENESYS

Category code (I)	Category of shareholder (II)	No. of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V)	Total Shareholding as a percentage of total number of shares	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VII)	As a percentage of (A+B+C) (VIII)
(A)	Shareholding of Promoter and Promoter Group						
1	Indian						
	(a) Individuals/ Hindu Undivided Family						
	(b) Central Government/ State Government(s)						
	(c) Bodies Corporate including Associates						
	(d) Financial Institutions/ Banks						
	(e) Any Other (Directors & their Relatives)						
	Sub-Total (A)(1)	NA	NA	NA	NA	NA	NA
2	Foreign						
	(a) Individuals (Non- Resident Individuals/ Foreign Individuals)						
	(b) Bodies Corporate						
	(c) Institutions						
	(d) Any Other (specify)						
	Sub-Total (A)(2)	NA	NA	NA	NA	NA	NA
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	NA	NA	NA	NA	NA	NA
(B)	Public Shareholding						
1	Institutions						
	(a) Mutual Funds/ UTI						
	(b) Financial Institutions/ Banks						
	(c) Central Government/ State Government(s)						
	(d) Venture Capital Funds						
	(e) Insurance Companies						
	(f) Foreign Institutional Investors						
	(g) Foreign Venture Capital Investors						
	(h) Any Other (specify)						
	Sub-Total (B)(1)	NA	NA	NA	NA	NA	NA
2	Non-institutions						
	(a) Bodies Corporate						
	(b) Individuals						
	(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh						
	(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh						
	(c) Any Other (specify)						
	Foreign National						
	Clearing Members						
	Non Resident Indians						
	Independent Directors & their Relatives						
	OCB						
	Genesys Technologies Employees Welfare Trust						
	Sub-Total(B)(2)						
	Total Public Shareholding (B)= (B)(1)+(B)(2)	NA	NA	NA	NA	NA	NA
	TOTAL(A)+(B)	NA	NA	NA	NA	NA	NA
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
	GRAND TOTAL (A)+(B)+(C)	NA	NA	NA	NA	NA	NA

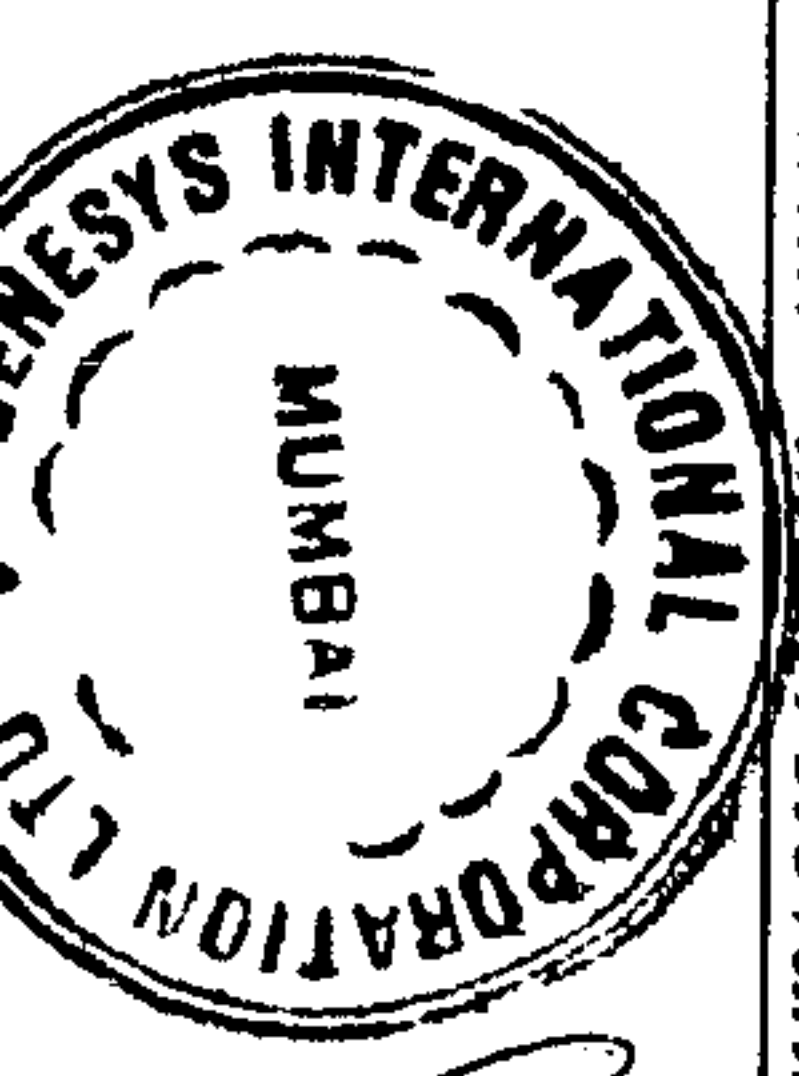


Quarterly Compliance Report on Corporate Governance

Name of the Company: GENESYS INTERNATIONAL CORPORATION LIMITED

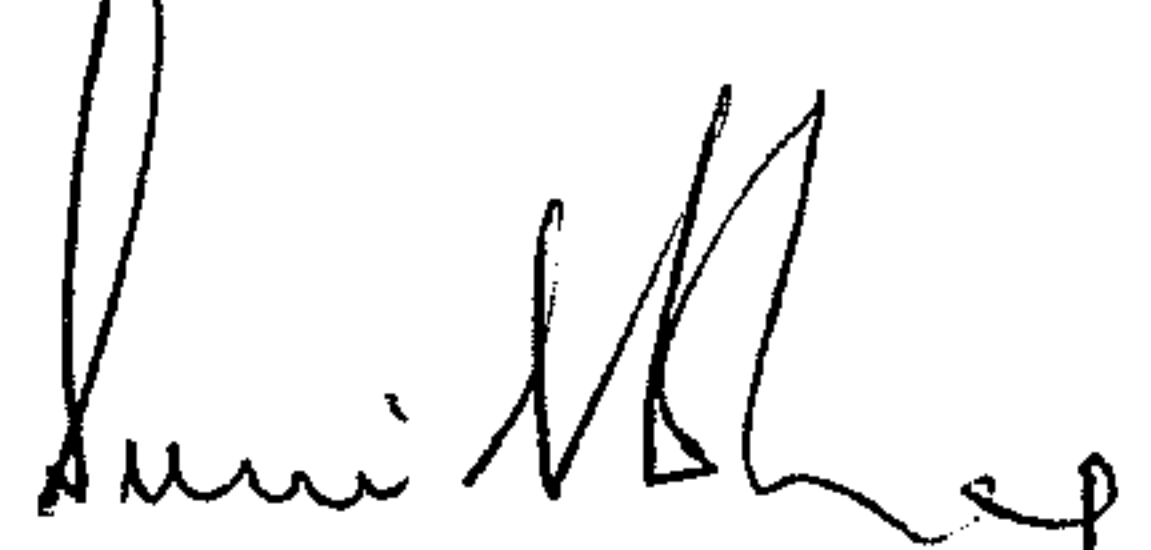
Quarter ending on: March 31, 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors			
(A) Composition of Board	49 I 49(IA)	Yes	-
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	The Company has so far not issued any stock options till date. Prior approval of the Shareholders has been duly obtained for payment of commission to Non-Executive Directors of the Company and for Issue of Stock-options to Employees and Directors of Company and its Subsidiary Companies.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-
(D) Code of Conduct	49 (ID)	Yes	The Code of Conduct is duly adopted by the Board and Senior Management and the same is posted on the website of the Company. Declaration by Chairman and Managing Director of the Company regarding compliance with the Code is being inserted in the Annual Report of the Company every year.
II. Audit Committee			
(A) Qualified & Independent Audit Committee	49 (II) 49 (IIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee 49	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 II (D)	Yes	The Role of the Audit Committee is defined by the Company in accordance with the relevant provisions of the Companies Act, 1956 and the Listing Agreement
(E) Review of Information by Audit Committee	49 (IIE)	Yes	The Audit Committee periodically reviews the information provided by the Management of the Company in accordance with the relevant



			<i>provisions of the Listing Agreement</i>
III. Subsidiary Companies	49 (III)	Yes	<i>The Company does not have any unlisted Indian Subsidiary. However other provisions of the Clause are duly complied with.</i>
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	-
(C) Board Disclosures	49 (IV C)	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	-
(E) Remuneration of Directors	49 (IV E)	Yes	<i>Necessary information is being inserted in the Annual Report every year.</i>
(F) Management	49 (IV F)	Yes	<i>The report on Management Discussion and Analysis is being inserted in the Annual Report every year.</i>
(G) Shareholders	49 (IV G)	Yes	-
V. CEO/CFO Certification	49 (V)	Yes	-
VI. Report on Corporate Governance	49 (VI)	Yes	<i>The Report on Corporate Governance is being inserted in the Annual Report every year.</i>
VII. Compliance	49 (VII)	Yes	<i>Necessary Compliance Certificate is duly obtained and the same is being inserted in the Annual Report every year.</i>

For **GENESYS INTERNATIONAL CORPORATION LTD**


SUNIL DHAGE
COMPANY SECRETARY