

Quarterly Compliance Report on Corporate Governance

Name of the Company: GENESYS INTERNATIONAL CORPORATION LIMITED

Quarter ending on: March 31, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 (II)		
(A) Composition of Board	49(IIA)	Yes	-
(B) Independent Directors	49(II B)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	<i>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 of Company.</i>
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49(IIF)	Yes	-
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	<i>The Role of the Audit Committee is defined by the Company in accordance with the relevant provisions of the Companies Act, 2013 and the Listing Agreement</i>
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	<i>The Audit Committee periodically reviews the information provided by the Management of the Company in accordance with the relevant provisions of the Listing Agreement</i>
IV. Nomination and Remuneration Committee	49(IV)	Yes	-
V. Subsidiary Companies	49 (V)	Yes	<i>The Company does not have any unlisted Indian Subsidiary company. However, other provisions of the clause are duly complied with.</i>
VI. Risk Management	49(VI)	Yes	<i>The Company has laid down Policy and procedure to assess, manage and mitigate potential business and financial risks.</i>



VII. Related Party Transactions	49(VII)	Yes	-
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	-
(C) Remuneration of Directors	49(VIII C)	Yes	<i>Necessary information is being inserted in the Annual Report every year</i>
(D) Management	49(VIII D)	Yes	<i>The report on Management Discussion and Analysis is being inserted in the Annual Report every year.</i>
(E) Shareholders	49(VIII E)	Yes	-
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII I)	Yes	-
IX. CEO/CFO Certification	49 (IX)	Yes	-
X. Report on Corporate Governance	49 (X)	Yes	<i>The Report on Corporate Governance is being inserted in the Annual Report every year.</i>
XI. Compliance	49 (XI)	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

