

Quarterly Compliance Report on Corporate Governance

Name of the Company: GENESYS INTERNATIONAL CORPORATION LIMITED

Quarter ending on: September 30, 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(IIB)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49(IIC)	Yes	<i>Prior approval of the Shareholders has been duly obtained for payment of commission to Non-Executive Directors of the Company. The sitting fees and commission, if paid, will be disclosed in the Annual Report.</i>
(D) Other provisions as to Board and Committees	49(IID)	Yes	-
(E) Code of Conduct	49(IIE)	Yes	<i>Affirmation to compliance with code is being inserted in the Annual Report.</i>
(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	-
(E) Review of Information by Audit Committee	49(IIIE)	Yes	-
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	-
VII. Related Party Transactions	49(VII)	Yes	-
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49(VIIIA)	Yes	-
(B) Disclosure of Accounting Treatment	49(VIIIB)	Yes	<i>Disclosure is being made in the Annual Report every year.</i>
(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)	N.A.	-
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

