

# Bringing Together People & Technology



# Our Goal:

To be an **Innovation**

&

IP-led **Geospatial**

Solutions Provider

touching all **Core** areas

of the  
**E**conomy

**GENESYS**

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**CHAIRMAN &  
MANAGING DIRECTOR'S  
MESSAGE**

Our performance has been the result of growth in our core capability in all kinds of land base mapping and in Geographical Information Systems. The use and applicability of GIS is ubiquitous and large in almost all areas of business and society.

- Sajid Malik

# DEAR SHAREHOLDERS,

It gives me great pleasure to report to you the financial performance for last year. Our sales grew by 77% and our net profits by 107%. Its a manifestation of the skills and capabilities we have built over the years. At the beginning, I would like to thank all my colleagues who have done a stellar job, many a time under challenging and complex conditions, and more importantly our clients who have believed in us.

**We are progressing well towards our goal to be an innovation and IP-led geospatial solutions provider touching all core areas of the economy.**

Our performance has been the result of growth in our core capability in all kinds of land base mapping and in Geographical Information Systems. The use and applicability of GIS is ubiquitous and large in almost all areas of business and society.

Two heartening trends remain in our industry. And for your company. The first being that large evangelists

## Future outlook and focus of your Company

- Launch of Worldeye program offering vertical-based solutions.
- Opening up of an All-India network of offices and technical support.
- Investing more in our UK operations.
- Strengthening our sales and marketing infrastructure in the US.
- Commissioning of a new state-of-the-art facility in the new SEZ Multistoried complex at SEEPZ by September 2009
- Building on all aspects of our infrastructure - Physical and Technical.



like Microsoft, Nokia / Navteq, Digital Globe and Google Earth are continuing to play an important role in bringing geo data and the hence the use of GIS to as many areas in business. Their deep technical as well as marketing infrastructure augurs well for the future of many newer application areas.

Your company works closely with most of these majors. I have thus invited Bill Gail, Director at Microsoft, to share his thoughts on remote sensing in this annual report, to give a perspective on the power of what this technology can do.

I had mentioned in my last year's letter to you about

how the "Mobile Revolution" and GPS will create an important eco system for newer forms of e-commerce and for businesses and consumers to connect. A new form of local search and Yellow pages.

The Indian mobile telephony market will go the next level with a combination of GPS enabled smart phones, upcoming 3G services and one of the largest most active subscriber base in the world. It may well lead the way internationally for innovative usage.

I am often asked: What is GPS? So I have also attached in this report a note on this very important technology, which has been around for twenty years and now promises to literally be in everyone's pocket or laptop!

Moreover I believe that from next year onwards, the availability of Navteq street data for most Indian cities and highways will fill a major gap in the needs of Indian consumers. You will be glad to know that

the biggest scientific endeavours in the world. It mapped the entire Indian sub-continent, provided the foundation layer for many of the infrastructure projects (railways, dams, town planning etc) and revenue administration for the sub-continent . The sheer scale of this mapping exercise has been undertaken with equipment weighing hundreds of tons, an example of that can be seen on the cover page top left corner.

Today, aircrafts, satellites, GPS systems and other modern software and remote sensing and data collection technology are available which obviously make this task faster and technologically unparalleled.

It would be a crying shame that a country which had undertaken such a feat more than a century ago, would not undertake such an exercise again as India embarks on much awaited infrastructure building.

You will be glad to know that the current mapping

**YOUR COMPANY IS THE EXCLUSIVE RESELLER FOR NAVTEQ DATA FOR THE ENTERPRISE SPACE IN INDIA. NAVTEQ IS THE WORLD LEADER IN NAVIGABLE MAPS AND STREET DATA.**



your company is the exclusive Reseller for Navteq data for the Enterprise space in India. Navteq is the world leader in navigable maps and street data.

The second major trend is the adoption of GIS in India's infrastructure needs. Whilst the need always existed, we are now seeing concrete steps towards fulfilling the same.

Our country has the rich legacy of The Great Indian Trigonometric survey, which took place more than 125 years ago. The survey, which began from the tip of South India to ultimately the discovery of Mount Everest and the Himalayas, was hailed as one of

exercise conducted by Genesys may be the biggest civilian mapping exercise ever done in Independent India. The knowledge and experience we have gained has been immense.

As we have touched on all major cities and most of the major highways in this country, we see the value of what good geo data content can do for the better administration of this country.

Our cities are crumbling under the weight of urbanisation. Municipal GIS solutions can help in creating better cities, town planning and revenue administration. Several leakages in the system,

currently a big concern, can be averted too.

Our cities are also increasingly under the threat of terrorism. Over the past two years, several cities have witnessed unprecedented terror attacks. Valuable map content can help our security forces tremendously in counter-terrorist and law and order situations.

Most of our infrastructure projects are held up due to delays in transparent land acquisition, a result of a poor land titling system. Be it the much-needed national highway program or other key infrastructure projects, all are suffering from significant delays due to a lack of a modern cadastral land base.

Water availability in most areas is becoming critical. And the current years drought situation has shown the sheer vulnerability we still have to the monsoons. GIS can play a very critical role in creating and maintaining our water infrastructure. Towards this

**THE INDIAN MOBILE TELEPHONY MARKET WILL GO THE NEXT LEVEL WITH A COMBINATION OF GPS ENABLED SMART PHONES, UPCOMING 3G SERVICES AND ONE OF THE LARGEST MOST ACTIVE SUBSCRIBER BASE IN THE WORLD.**

end, I invited our VP - Technology, Maneesh Prasad to share his thoughts on just this point.

In fact in almost all major areas in India's infrastructure needs, the role of GIS is critical.

So it is heartening to note that the Indian government has now taken concrete steps towards the induction of this technology. As also individuals like Mr Nandan Nilenkani who have personally espoused the need for GIS in better e-governance of our cities.

The government has also earmarked significant funds in this direction. And it will be a big accomplishment of this government if these are utilized wisely and all stakeholders play a mature

role in the beginnings of the private sectors entry into this critical area.

In that direction, you will be also glad to know that your Company is now one of the founding members of the Geospatial Industry Association of India, a platform, which I believe, can play an important role in the growth of this industry.

#### **Future outlook and focus of your Company:**

I am proud to say that in the current year, your company has launched the Worldeye program including many products like Cityscape which provide hitherto unparalleled solutions for several verticals but notably in three major areas:

1. Municipal governance
2. Emergency response, security and disaster management
3. Local search market

These solutions built by Genesys will hopefully lead the way for cutting edge technology to be now made available to city officials, our police and security forces as well as the average Indian citizen.

In the current year, with the focus on Indian markets, we will be opening up an All-India network of offices and technical support.

Internationally, we are investing more in our UK operations, as we would like to work closer with several UK local government bodies. Over the next year or so, we will also be investing more in beefing up our sales and marketing infrastructure in the US.

By September 2009, your company will also be commissioning a new state-of-the-art facility in the new SEZ Multistoried complex at SEEPZ. We will be investing close to Rs. 20 crores in the same.

So in 2009 we are building on all aspects of our infrastructure. Physical, in terms of production and sales offices, and technical in terms of Content and IP based solutions to solve critical human needs.

William B. Gail  
Director  
Microsoft



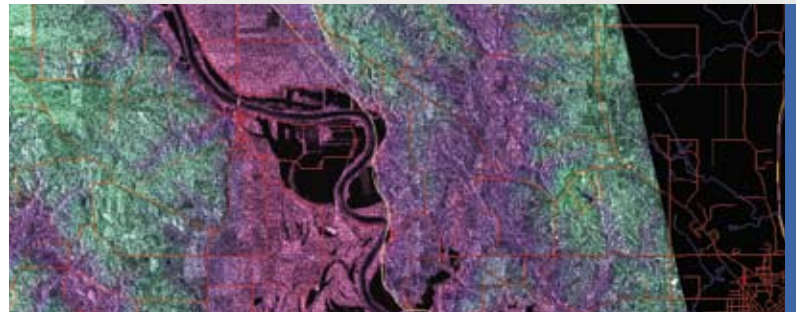
William B. Gail is a Director at Microsoft with responsibility for enabling breakthroughs in consumer software, having held similar positions within the Public Sector and Virtual Earth organizations. He was previously Vice President of the mapping products division at Vexcel Corporation and initiated Vexcel's 2006 acquisition by Microsoft. For nearly a decade prior, he was Director of Earth science programs at Ball Aerospace, developing spaceborne instruments and missions for Earth science and meteorology. Dr. Gail received his undergraduate degree in Physics and his PhD in Electrical Engineering from Stanford University, where his research focused on plasma physics in the Earth's magnetosphere. During this period, he spent a year as cosmic ray field scientist at South Pole Station.

Dr. Gail is a lifetime Associate of the US National Academy of Science's research council, having participated on a number of council committees including the recent "Decadal Survey for Earth Science and Applications from Space" chartered with recommending a 10-year mission plan for NASA and NOAA.

## THE POWER OF

The power of remote sensing can be understood by stretching our minds to explore its limits. The common use of the term is simple: a means for observing, from a distance, physical things as they occur. For most of our daily work, this definition is adequate. Yet with a bit of thought we can begin to see how this interpretation is overly constraining - it only scratches the surface of what is possible.

Stretching ourselves to understand remote sensing's limits is an exercise with potentially large payoff. First, it encourages us to expand the forefront of remote sensing into new applications, some of which we may believe are not even feasible. With this comes the incentive to innovate new technologies that will make such breakthroughs possible. Second, the thought process itself can help us understand how to



better perform the remote sensing work we already do.

For example, it is surprising to some that remote sensing can be used to 'observe' things that happened in the past. Examples abound of both optical and radar remote sensing being used in this manner. Synthetic aperture radars flown on the Space Shuttle fifteen years ago made headlines for discovering lost cities buried under sand in the Sahara and elsewhere. Satellites today routinely measure Earth's crustal deformation to analyze earthquakes that occurred years or decades prior.



# REMOTE SENSING

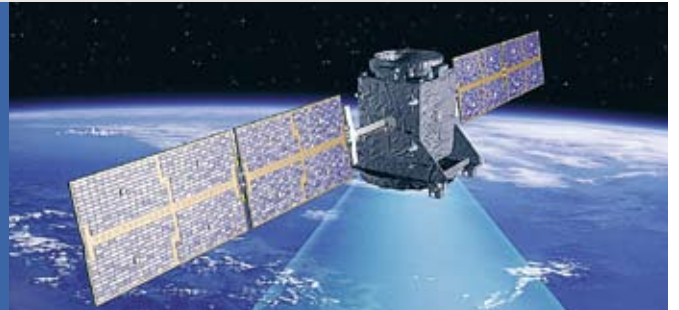
Newer satellites can even be used to enhance the data obtained by their non-operational predecessors. One example is refinement of baseline information (such as the Earth's geoid) that enables correction of 'past' datasets, retroactively making them more accurate than when originally collected. Today, this is being done with ocean altimetry to better understand fine details of sea level rise.

If the past can be observed remotely, can we also observe the future? Indeed, analytic and numerical models, routinely used to forecast the future, are often initialized with current remote sensing data. Weather models and climate models are the best-known examples, but even such things as forecasts of agricultural economics use the approach. With the assistance of theoretical models, current observations allow us to 'know' the future more accurately than if we did not have those observations. The question of

aircraft remote sensing. Among other things, the classic images of Earth at night (showing the global distribution of artificial light) have been used to infer population density, industrial capacity distribution, and economic growth.

In some cases, what we would like to sense remotely may be hidden from us or an object may lack attributes that allow it to be sensed directly. Crop diseases, such as those difficult to detect through visual analysis of the plant, represent one example. With today's genetic technologies, researchers are exploring how genes introduced into crops could act like biological RFID tags, changing the crop's solar reflectance at a narrow wavelength in response to the presence of a crop infection. In essence, an object can be actively modified with the sole purpose of enhancing its detection via remote sensing – to reveal what is otherwise hidden. The technique of

GENESYS' LONG AND PRODUCTIVE RELATIONSHIP WITH THE MICROSOFT VIRTUAL EARTH PROJECT PROVES IT IS WELL POSITIONED TO SUPPORT APPLICATIONS THAT STRETCH REMOTE SENSING'S LIMITS.



whether this really constitutes 'sensing' of the future is perhaps one for philosophical discussion.

And remote sensing is not constrained to physical phenomena. Many applications of environmental knowledge today require related information about economic activity, political situations, and cultural trends. Developing policy responses to Hurricane Katrina is among the most prominent examples. Today, most such information is obtained from polls, surveys, or other direct contact with affected populations. But a surprising amount of information in these areas can be obtained by satellite and

'interactive' remote sensing may make it possible to monitor many things that presently seem hidden from us.

These creative uses of remote sensing are the growth areas for remote sensing. Understanding remote sensing's tremendous potential helps us understand how the market will grow and which areas will provide the best opportunities for forward-thinking companies. Genesys' long and productive relationship with the Microsoft Virtual Earth project proves it is well positioned to support applications that stretch remote sensing's limits.

Maneesh Prasad  
VP - Technology  
Genesys



Maneesh Prasad is Vice President Technology, Genesys International, where he is working on evaluation and introduction of new technologies in the geospatial domain for rapid data collection and processing. He has been involved in the recent 'CityScape' programme at Genesys, which is a milestone in the way field data is collected and processed. Prior to this, he was the founder CEO of JT Maps, the first Indian complete GIS and Remote Sensing software. Maneesh was also the Project Director for one of the prestigious projects under Media Lab Asia (a JV between Govt of India and Media Lab, Massachusetts Institute of Technology (MIT), Boston) where in he designed and developed the first Indian Open Source GIS for handheld devices called 'GramChitra', which has been acclaimed to be one of the successful experiments in bringing mapping technology to mass level in India.

## WE WORK FOR CORE

### Need for a Spatial Water Data Bank

Early civilizations are found to have come up along rivers with perennial supply of water. As the knowledge about water grew, we moved from the physical proximity to perennial rivers to areas where underground water was available. This was followed by water infrastructure development through canals, water reservoirs and large dams. The water reservoir in Girnar near Junagarh during 300BC [Circa], shows the relevance of water infrastructure since those days. This realization is even more noteworthy; because it was carried out by Chandra Gupta Maurya who was ruling from the capital of Magadh Empire in Patliputra, physically about 1500 Kilometers away from the actual site of work. Water infrastructure has played a key role in dramatic economic shift of areas which were once arid-zone prior with low or no economic activity. The construction of "Canals of Uttar Pradesh",



which was carried out about 150 years ago [1842 - 1875] has played an important role in the economic prosperity of the region thereafter.

During the last 60 years, there has been rapid growth in our population and urban centres. The need for water domestic, industrial and agricultural activities and the lack of adequate water infrastructure forced people to use their ingenuity to survive by tapping the ground water. The availability of aquifers in large parts of India along with lack of policy for tapping these aquifers has led to the situation where today over half of the agricultural activity in India depends on ground water [20 million tube wells in use]. The result is we have pushed 15% of our aquifer to

# AREAS OF THE ECONOMY

critical stage, which will be over 60% by 2020 and by 2050 our demand for water will outstrip all our available means of water supply.

What does an Information System and in particular geospatial information do in this hour of crisis? We need to work upon the water resource identification, management and setting up of infrastructure to address the growing water needs vis-à-vis the growth in population, agriculture activities and urban agglomerates in the coming four decades. The need for information system is part of the mandate for the Government of India stated through the National Water Policy 2002, which says 'A well developed information system, for water related data in its entirety, at the national / state level, is a prime requisite for resource planning.'

If we look at the programmes initiated: Accelerated Irrigation Benefit Programme, CADWM, CWC, CGWB, NWDA or Bharat Nirman – Irrigation etc., there is serious effort being made by the Government of India.

PDAs with CF GPS. Working with Prof Alex Pentland, Media Lab, Boston was an experience for us all during the Media Lab Asia initial projects, as we all strived to geospatially identify the local issues in general and water related issues in particular, involving the kids, and to further bring kids into the framework of awareness about natural resources. Perhaps the most positive outcome of GramChitra was demonstration of usability of geospatial tools by the members of the community with almost no skill in this sector.

In nutshell, there is a growing need to create a geospatial platform which can connect the large number of programmes both at the central and at the grass root level, initiated by the government to address the water need in days to come. It would be no less interesting if this data is created under the public-private partnership model with the prospective data usage business model by the government and private organizations to keep the wheels of this information

A WELL DEVELOPED INFORMATION SYSTEM, FOR WATER RELATED DATA IN ITS ENTIRETY, AT THE NATIONAL / STATE LEVEL, IS A PRIME REQUISITE FOR RESOURCE PLANNING.



But, what is required is a coordinated effort based on the information system, which is assisted by the national level geospatial data on water.

At the grass root level, the government has initiated programmes like "Farmers Participatory Action Research Programme" [FPARP] which can lead to "More Crop and Income per Drop of Water". FPARP is to be carried out through the educational institutions by bringing technologies to the farmers which will help them increase the productivity through synergy in various agricultural activities.

Closer to the roots, social experiment like GramChitra carried out under Media Lab Asia is noteworthy. It was fun bringing GIS to school kids through the use of

system moving for the next four decades, at the least. This could be pursued as a "Special Purpose Vehicle" under the National Spatial Data Infrastructure with the UK data dissemination model [National Geospatial Data Framework], allowing the cost of spatial data to be recovered through its sales.

Genesys International, primarily a spatial data services company has been exploring the creation of national spatial water data. The ability to successfully create large scale urban infrastructure maps for various cities of India in time bound mode with due permission from the regulatory agencies, shows its capacity and readiness to undertake the creation of national level geospatial platform for the gigantic water issue.

# IN SEARCH OF OURSELVES

## **GPS can find practically any person, place or thing. Will we be able to live without it?**

Twenty years back on Valentine's day, a rocket blasted off carrying a satellite. The first of a constellation of 24 which makes up the Global Positioning System (GPS). Orbiting at 19000 kms above our planet, the GPS is now one of the great enabling technologies of our age. And the world has just begun mining its almost limitless applications. Much like the Internet.

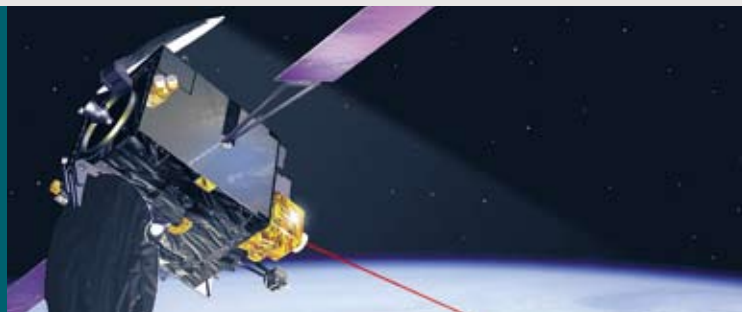
Developed by the U.S. Department of Defense – it had tested Navstar satellites as early as 1978 – GPS is a sophisticated system that does something very simple: it establishes, with great accuracy, your position on Earth. The satellites emit continuous radio signals that receivers translate into longitude, latitude, altitude, speed and time. Five years after SVN 14's launch, Navstar GPS - to use its official name - became fully operational at a

GPS has gone from being a futuristic technology reserved for the U.S. military and Hollywood fantasists, to near ubiquity - from dual-use to omni-use.

GPS can be used to make maps, survey land, search and rescue, hunt for treasure, arrange car pools, track endangered species, monitor oil spills and – by shutting down his phone above a certain speed – stop your teenage son from texting while driving the family car. A British company has found a way to use GPS-enabled cell phones to calculate your carbon footprint.

Europe is developing a GPS system called Galileo. China is investing in Galileo and, in April, launched the second satellite in a constellation that will one day rival it. Russia's Soviet-era GLONASS system, restored with the help of India's space agency, plans to go global.

ALONG WITH THE INTERNET, GPS IS ONE OF THE GREAT ENABLING TECHNOLOGIES OF OUR GLOBALIZED AGE, AND WE HAVE ONLY BEGUN TO MINE ITS SEEMINGLY LIMITLESS APPLICATIONS.



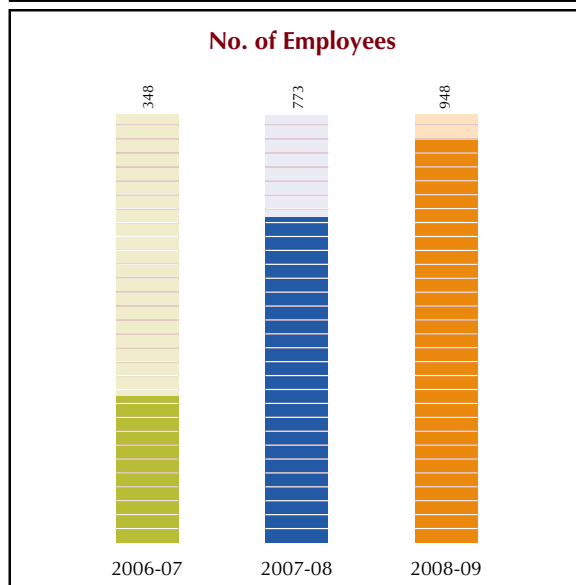
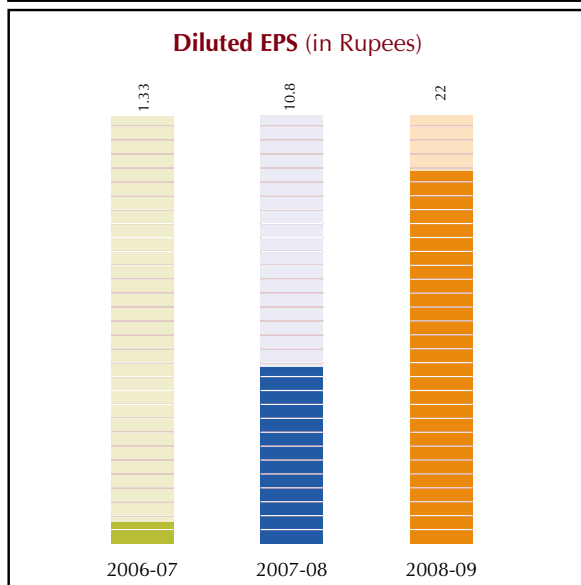
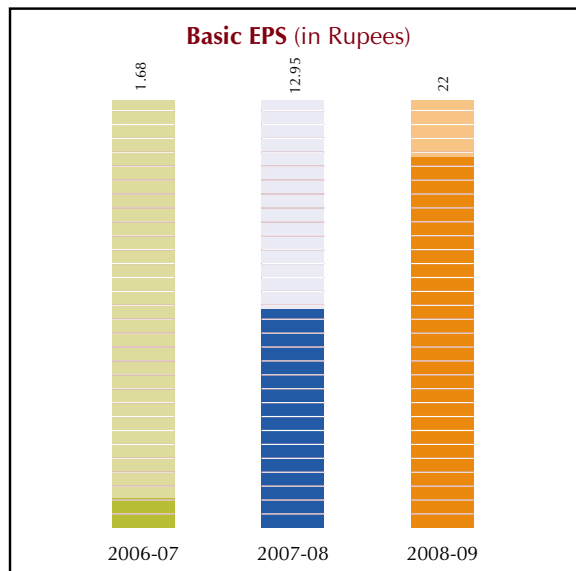
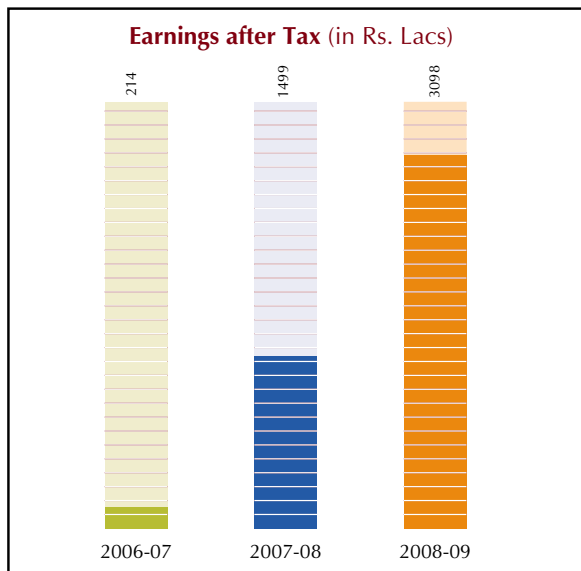
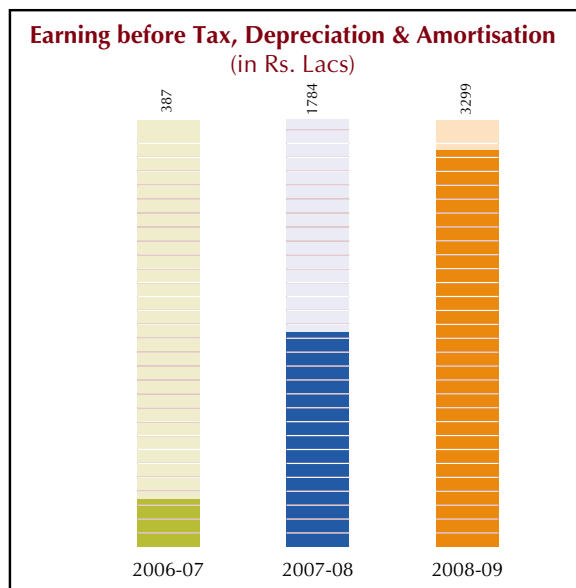
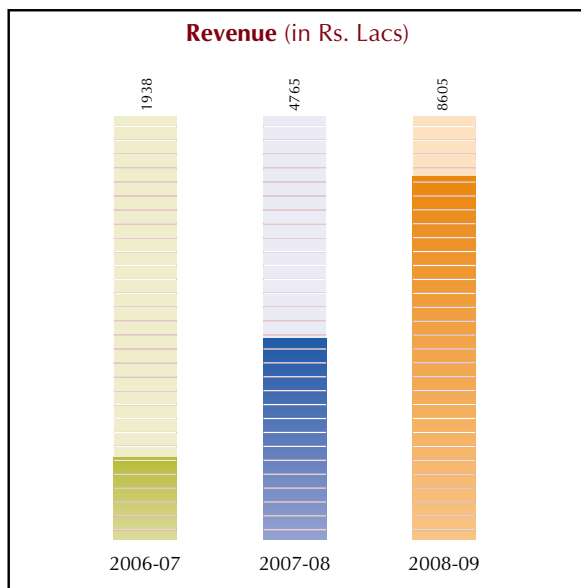
cost of \$12 billion.

GPS started out by transforming modern warfare. Its satellites guided U.S. troops through sandstorms during Desert Storm in 1991. Today, almost everyone in a modern army – fighter pilots, tank crews, quartermasters – uses the technology. An emerging generation of commanders might struggle to imagine how wars were ever successfully waged without it.

It is estimated that in 3-5 years time almost a third of all cell phones will be GPS enabled, thus allowing hundreds of millions of subscribers to benefit from this advanced technology. Aided now by the availability of high quality street data. Made by the likes of Navteq.

The world can look forward to newer forms of location based services.

# KEY FIGURES



# ABOUT GENESYS



Genesys is today one of India's fastest growing geospatial services and content providers.

The Company caters to the needs of consumer mapping, navigation, internet portals as well as infrastructure players including state and local governments.



Largest civilian mapping of urban areas and half a million kms of highways in Independent India.

The Company has ISO 9001:2000 certified production facilities in India and UK, and tech support and sales offices in North America.



Talent eco system within Genesys includes urbanplanners, cartographers, remote sensing scientists, photogrammetrists, civil engineers, field survey personnel & rocket scientists.



# OUR CAPABILITIES



## 2. 3D Mapping

Genesys is one of the few companies to have undertaken large scale 3D buildings content for hundreds of cities throughout the world for its global clients. Genesys leverages on continual knowledge integration between cross functions to optimize the 3D mapping processes and increase productivity to create value for customers.

## 1. GIS Consulting

Genesys offers its consultancy services for needs assessment, system requirement, analysis and design, geospatial data services and application development. It strives to offer full range of geospatial services to its customers. In addition to the large pool of professionals, Genesys maintains domain specific consultants in urban planning, disaster management, social mapping, wastelands management, forestry, renewable energy, etc to deliver end to end solutions to its customers worldwide.

## 3. Navigation maps

Having completed the most accurate and comprehensive navigational map database for India for one of the global leaders as well as running an 'Offshore Production Center' (OPC) for data updates / enhancements for countries around the world has helped Genesys develop strong delivery capability in this area.



## 4. LiDAR

Genesys has performed several thousand sq.kms of LiDAR classification projects. The typical work undertaken is Ground Point Classification, Building and Power Line Classification and Vectorization and Vegetation Classification.

## 5. Photogrammetry Remote Sensing services

Genesys is one of the oldest Indian companies in this area having set up the first Photogrammetry delivery center in India. It offers a complete range of photogrammetric services for municipal mapping, utilities mapping, road and highway planning, cadastral mapping, city modeling, etc. Genesys has over thousands of hours of flying experience for aerial photography covering large parts of Europe and Africa.





## 6. Utility Services

Genesys offers end to end services including consulting to build enterprise-wide GIS to enhance lifecycle management of both the physical network and customers' work processes, Network Data Building & Maintenance, Mapping & Survey, Integration Services, Network Planning, Land-base Conflation to utility companies.

## 7. Image Processing

Genesys has extensive skills in satellite data processing for geospatial domain. It has processed thousands of square kilometers of high resolution satellite imagery. Today it is 'The Vendor of Choice' for Image processing for many leading companies in the international space.

## 8. Surveying

Genesys today is credited with successful management of one of the largest mapping project in private sector in India. This has enabled Genesys with the capabilities and expertise in surveying through 'Electronic Total Station' (ETS), 'Differential Global Positioning System' (DGPS) & other contemporary surveying techniques for mapping in addition to management large human resource for collection of 'Point of Interest' (POI) attributes.

## 9. Business Geographics & Logistics

LinCompass from Genesys is a decision support system that can be customized to suit the requirements of the end-user. It consists of maps, database in tabular form, customized application, hardware, and software. Genesys has also partnered with Infor for its Route Pro platform for logistics customers.

## 10. Cadastral Mapping

With a history as rich as having completed mapping of over tens of millions parcels in the US and millions of parcels completed in the Middle East & Europe, the cadastral mapping processes and delivery infrastructure is now a mature and reliable process capable of handling large cadastral mapping need around the globe.



## 11. City Scope

CityScope is a unique offering by Genesys for the Indian market. It provides unique geo data content for most urban areas of India.

## 12. Telecommunications

Genesys offers maps for logistics management and 'Location Based Services' (LBS). The CityScope 3D environment reality associated with accurate maps provides an excellent decision making tools for logistic operations.

**FINANCIAL  
INFORMATION**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Sajid Malik	Chairman & Managing Director
Mrs. Saroja Malik	Whole Time Director
Mr. Sohel Malik	Executive Director
Mr. Hemant Majethia	Independent Director
Mr. Ganapathy Vishwanathan	Independent Director
Mr. Ganesh Acharya	Independent Director

### COMPANY SECRETARY

Mr. Sunil Dhage

### AUDITORS

M/s Contractor, Nayak & Kishnadwala  
Chartered Accountants

### REGISTERED OFFICE

73A, SDF-III, SEEPZ, Andheri (East),  
Mumbai-400 096  
Telephone: 91-22-4488 4488  
Fascimile: 91-22-28290603  
Website: www.igenesys.com

### BANKERS

State Bank of India  
HDFC Bank Limited  
Corporation Bank

### DEVELOPMENT & OTHER CENTRES

Prestige Terminus 1,  
3rd & 4th Floor, Airport Exit Road,  
Bangalore-560 017

73, 73A, 75B, 77A & 77C, SDF-III,  
SEEPZ, Andheri (East),  
Mumbai-400 096

108, Corporate Park Drive,  
Suite 211, White Plains,  
New York 10604 USA

Temple Court Business Centre,  
107-109 Oxford Road,  
Cowley, Oxford OX4 2ER, UK

### SUBSIDIARIES

#### Genesys International (UK) Ltd

470a Green Lanes  
Plamers Green  
London N13 5PA, UK

#### Aerial Surveyor Ltd

470a Green Lanes  
Plamers Green  
London N13 5PA, UK

#### Genesys Worldeye Limited

(Formerly known as ladya Systech Limited)  
C-112/116, Kailash Industrial Complex,  
Bldg No. 1, Parksite, Off LBS. Marg,  
Vikhroli (West), Mumbai – 400079

Unit Nos. 103 & 104, Multistoried Building,  
SEEPZ, SEZ, Andheri (East), Mumbai - 400096

### REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Private Limited  
E/2, Ansa Industrial Estate,  
Saki-Vihar Road, Saki Naka,  
Andheri (East), Mumbai-400 072  
Telephone: 91-22-40430200  
Fascimile: 91-22-28475207  
Email: info@Bigshareonline.com

# GENESYS INTERNATIONAL CORPORATION LIMITED

## NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of Genesys International Corporation Limited will be held on Tuesday, September 29, 2009 at 2.30 p.m. at Kohinoor Continental, Andheri-Kurla Road, Andheri (East), Mumbai - 400 059 to transact the following business:

### ORDINARY BUSINESS

- 1) To receive, consider and adopt the audited Profit and Loss account for the year ended March 31, 2009 and the audited Balance Sheet as at that date together with the Reports of Directors and Auditors thereon.
- 2) To declare a dividend on Equity Shares.
- 3) To appoint a Director in place of Mrs. Saroja Malik, who retires by rotation and being eligible, offers herself for re-appointment.
- 4) To appoint a Director in place of Mr. Hemant Majethia, who retires by rotation and being eligible, offers himself for re-appointment.
- 5) To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** M/s Contractor, Nayak & Kishnadwala, Chartered Accountants, Mumbai, the retiring Auditors of the Company, be and are hereby re-appointed as the Auditors of the Company, to hold Office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company.”

### SPECIAL BUSINESS

- 6) To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310 and 311 read with

Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 ('the Act') and subject to the approval of the Central Government, if necessary and subject to such sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the Company hereby accords its approval to the re-appointment of Mrs. Saroja Malik as Whole-time Director of the Company with effect from August 17, 2009 for a term of 5 years on remuneration and perquisites payable to her and other terms and conditions as set out in the draft Agreement to be entered into between the Company and Mrs. Saroja Malik, as placed before this Meeting be hereby specifically approved with liberty to the Board of Directors to alter and vary the terms and conditions including remuneration and perquisites payable or to be provided to Mrs. Saroja Malik, in such manner as may be agreed to between the Board of Directors and Mrs. Saroja Malik.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to execute and sign the Agreement and other documents and take such steps as may be necessary and desirable to implement and give effect to the foregoing resolution.

**RESOLVED FURTHER THAT** during the tenure of Mrs. Saroja Malik, Whole-time Director, where in any financial year, the Company has no profits or its profits are inadequate, the Company do pay Mrs. Saroja Malik, Whole-time Director minimum remuneration by way of salary and perquisites as specified above as per relevant applicable provisions of law including provisions as contained in Schedule XIII of the Act.”

**By Order of the Board of Directors  
For GENESYS INTERNATIONAL CORPORATION LTD**

**Place: Mumbai  
Dated: August 17, 2009**

**SUNIL DHAGE  
COMPANY SECRETARY**

**NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

2. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24, 2009 to Tuesday, September 29, 2009 (both days inclusive) for the purpose of payment of dividend.

3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of the Notice.

4. The Dividend as recommended by the Board of Directors, if approved at the ensuing Annual General Meeting, will be paid to those Members, whose names appear on the Company's Register of Members as on September 29, 2009.

The Dividend in respect of the Equity Shares held in the electronic form will be paid to the beneficial owners of Shares, whose names appear in the list furnished by the Depositories for this purpose at the close of business hours on September 23, 2009.

5. Members desiring any information relating to Annual Accounts of the Company for the year ended March 31, 2009 are requested to write to the Company at least 5 days before the date of the Meeting, so as to enable the management to keep the information ready.

6. Members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar and

Share Transfer Agent, M/s. Bigshare Services Private Limited, if the shares are held in physical mode.

7. Members are requested to kindly bring their copy of the Annual Report and Attendance Slip with them at the Annual General Meeting.

8. Consequent upon the introduction of Section 109A of the Companies Act, 1956, Members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making a nomination are requested to send their requests in Form No. 2B (which shall be made available on request) to the Registrar and Share Transfer Agents of the Company.

Members holding shares in electronic form may contact their respective depository participants for availing the said facility.

9. Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956 authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company.

10. The profile of the Directors proposed to be appointed / re-appointed is given in the Corporate Governance section of this Annual Report.

11. Non- Resident Indian Shareholders are requested to inform the Company immediately:

a) The change in residential status on return to India for permanent settlement.

b) The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.

**By Order of the Board of Directors  
For GENESYS INTERNATIONAL CORPORATION LTD**

**Place: Mumbai**

**Dated: August 17, 2009**

**SUNIL DHAGE**

**COMPANY SECRETARY**

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

#### Item No. 6

Members of the Company had approved the appointment and terms of remuneration of Mrs. Saroja Malik as Whole-time Director of the Company for a period of 5 years from January 17, 2005.

Board of Directors at its Meeting held on August 17, 2009, subject to the approval of Members, appointed Mrs. Saroja Malik as 'Whole-time Director' of the Company for a term of 5 years effective from August 17, 2009 on the revised terms and conditions, as recommended by the Remuneration Committee and Board of Directors of the Company.

The material provisions of the Agreement to be entered into between the Company and Mrs. Saroja Malik in this respect are listed as follows:

1. Period of Agreement  
5 years with effect from August 17, 2009
2. Terms of Remuneration
  - (a) Basic Salary

Mrs. Saroja Malik shall be entitled to the following basic salary:

Particulars	Salary
Monthly Basic Salary	Maximum of Rs. 1,50,000/-
Annual Salary	Maximum of Rs. 18,00,000/-

- (b) Perquisites and Allowances

In addition to the salary, Mrs. Saroja Malik shall also be entitled to perquisites and allowances like House Rent Allowances, CCA, Medical Reimbursement, Leave Travel Allowances for self and family, club fees and personal accident insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to

between the Remuneration Committee and/or Board of Directors and Mrs. Saroja Malik. However, the payment of such perquisites and allowances shall be subject to a maximum of 100% of the Annual Salary.

- i) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, 1962, wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost to the Company.
- ii) Provision for use of Company's car for office duties and telephone and other communication facilities at residence shall not be included in the computation of perquisites.

Mrs. Saroja Malik will hold substantial powers of management, subject to overall superintendence and control of the Board of Directors of the Company. Mrs. Saroja Malik shall be subject to retirement by rotation during her tenure as a Director. No sitting fees shall be paid for attending meetings of the Board of Directors or any Committee thereof.

The agreement may be terminated by either party giving six months notice in writing.

The draft of the agreement to be entered into between the Company and Mrs. Saroja Malik is available for inspection by the members at the Registered office of the Company between 11.00 a.m. and 1.00 p.m. on any working day of the Company till the date of ensuing Annual General Meeting.

Mrs Saroja Malik is a Law Graduate and has more than 30 years exhaustive experience in Legal and Income tax matters. She also has flair in office administration. She has expertise in legal compliance, Custom regulations and all tax related issues. A Brief Profile of Mrs. Saroja Malik is given

under the Corporate Governance Section of the Annual Report for information of members of the Company.

This resolution with aforesaid terms and conditions may also be treated as an abstract of the terms of appointment of Mrs. Saroja Malik under section 302 of the Companies Act, 1956.

Mrs. Saroja Malik, herself is concerned or interested in the resolution. Mr. Sajid Malik and Mr. Sohel Malik, being relatives of Mrs. Saroja Malik may be considered to be concerned or interested in the

resolution. None of the other Directors is concerned or interested in this resolution.

The Board recommends her appointment and remuneration as set out in the Special Resolution.

**By Order of the Board of Directors**

**For GENESYS INTERNATIONAL CORPORATION LTD**

**Place: Mumbai**

**Dated: August 17, 2009**

**SUNIL DHAGE**

**COMPANY SECRETARY**

# GENESYS INTERNATIONAL CORPORATION LIMITED

## DIRECTORS' REPORT

The Members of

### Genesys International Corporation Ltd.

It gives us great pleasure to present our 27th Annual Report together with the Audited Accounts of the Company for the Financial Year ended March 31, 2009.

### Financial Highlights

Key aspects of the Company's Financial performance for the year ended March 31, 2009 are tabulated below:

	(Rs. in lakhs)	
Particulars	2009	2008
Revenue from Operations	8317.54	4716.30
Operating Profits before Depreciation, Interest and taxes	3488.89	1769.79
Less: Depreciation and amortization	219.66	219.71
Less : Interest	37.15	30.22
Operating Profit before tax and exceptional items	3232.08	1519.87
Less : Exceptional items – provision for diminution in value of investments	150.00	-
<b>Profit before tax</b>	<b>3082.08</b>	<b>1519.87</b>
Less: Current Tax	85.00	51.00
Less: Fringe Benefit Tax	17.80	12.69
Less : Deferred Tax Credit	(139.72)	-
Less : Wealth Tax	0.28	-
Less: Tax provision for earlier years	-	0.30
<b>Net Profit After Tax</b>	<b>3118.72</b>	<b>1455.87</b>
Add: Balance brought forward	1974.03	1007.36
Proposed Dividend on Equity Shares	298.48	298.48
Corporate Tax on Proposed Dividend	50.72	50.72
Transfer to General Reserve	300.00	140.00
Surplus carried to Balance Sheet	4443.55	1974.03



## Dividend

Your Directors have recommended a dividend of Rs. 2/- per equity share of Rs. 10/- each (20%) for the Financial year ended March 31, 2009.

## Business Review and Future Outlook

Our financial performance reflects our capability we have developed on the landbase mapping side. We have launched our new content and solutions initiatives this year with a large focus on the domestic markets. I believe the Indian economy, as it gears to spend incremental capital on infrastructure, will increasingly have the need for GIS.

Whilst there has been a slow down in the international markets, we believe we are also in a good position to increasingly attract international firms, who wish to outsource as well as seek a partner for entering the Indian markets.

In the current year, we are making large investments in sales and marketing as well as in our production capabilities, the result of which will augur from next year onwards.

## Management Discussion and Analysis

A detailed review of the operations, performance and future outlook of the Company and its businesses is given in the Management Discussion and Analysis forming part of this Annual Report.

## Subsidiaries

Our Company has three Subsidiary Companies viz. Genesys International (UK) Limited, Aerial Surveyor Limited, U.K. and Genesys Worldeye Limited (formerly known as ladya Systech Limited). During the year, the Company invested Rs. 600.61 lacs in its Wholly Owned Subsidiary, Genesys International (UK) Limited. Genesys International (UK) Limited invested GBP 768,000 in GEODC Limited, a Joint Venture in the U.K.

There has been no material change in the nature of the business of subsidiaries.

As required under section 212 of Companies Act, 1956, the subsidiaries' audited statements of accounts for the year ended

March 31, 2009 are attached to the Balance Sheet.

A statement pursuant to Section 212 of the Companies Act, 1956 containing the financial details of subsidiaries is included in this Annual Report.

## Consolidated Financial Statements

As required under Clause 32 of the Listing Agreement executed with the Stock Exchanges, consolidated financial statements of the Company and its subsidiaries are attached. The Consolidated Financial Statements have been prepared in accordance with the provisions of Accounting Standards AS- 21.

## Directors

As per the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mrs. Saroja Malik and Mr. Hemant Majethia, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

The Board of Directors at its meeting held on August 17, 2009 has, subject to the approval of the members at the ensuing Annual General Meeting, appointed Mrs. Saroja Malik as a Whole-time Director of the Company w.e.f. August 17, 2009 for a term of 5 years.

Brief particulars and expertise of these Directors and their directorships and Committee memberships have been given in the Report on the Corporate Governance in this Annual Report.

## Auditors

The Statutory Auditors of the Company, M/s Contractor, Nayak & Kishnadwala, Chartered Accountants, retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept Office, if re-appointed. The Audit Committee and Board of Directors recommend re-appointment of M/s Contractor, Nayak & Kishnadwala, Chartered Accountants, as Statutory Auditors of the Company for the financial year 2009-10 at the ensuing Annual General Meeting.

## Internal Controls

Your Company has appointed an independent firm of Chartered Accountants, M/s. Chaitanya Shah & Company, Chartered Accountants as Internal Auditors. The Audit Committee of the Board addresses significant issues raised by the Internal Auditors and Statutory Auditors.

## Fixed Deposits

Your Company has not accepted any Fixed Deposits under section 58A of the Companies Act, 1956 and hence no amount of principal or interest was outstanding as on the date of Balance Sheet.

## Particulars of Employees

In terms of the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 as amended, the names and other particulars of the employees are required to be set out in annexure to the Directors' Report. However, as per the provisions of Section 219(1)(b) (iv) of the said Act, the Annual Report excluding the aforesaid information is being sent to all members of the Company and others entitled thereto. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

## Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars as prescribed in Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are set out in Annexure 'A' to this Report.

## Corporate Governance

A report on Corporate Governance with a detailed Compliance Report thereon is annexed to this Annual Report. Auditors' Certificate in respect of compliance with the provisions concerning Corporate Governance, as required by Clause 49 of the Listing Agreement, is also annexed.

## Directors Responsibility Statement

Pursuant to provisions of Section 217 (2AA) of the Companies Act 1956, the Directors confirm that;

- a) In preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to their material departures, if any.
- b) The selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2009 and of the profit of the Company for the year ended on that date.
- c) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The annual accounts have been prepared on a going concern basis.

## Acknowledgement

Your Directors would like to express their sincere appreciation to the Government Departments, Bankers, SEEPZ (SEZ), STPI, MIDC, Stock Exchanges, other regulatory authorities, Customers, shareholders and investors for their continued co-operation and support to the Company.

Your Directors also take this opportunity to acknowledge the dedicated efforts made by employees at all levels for their contribution to the success achieved by the Company.

## On Behalf of the Board of Directors

**SAJID MALIK**  
CHAIRMAN AND MANAGING DIRECTOR

Place: Mumbai

Dated: August 17, 2009

## ANNEXURE 'A'

### TO THE DIRECTORS' REPORT

Particulars of Conservation of Energy, Research & Development, Technology Absorption and Foreign Earnings and Outgo as per Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 for the year ended March 31, 2009.

#### **Conservation of Energy**

Your Company is proactively taking steps to increase energy efficiency at its production facilities. Your Company is in the process of replacing its old Packaged Air Conditioner units with newer units that are energy inefficient in comparison. Further, Your Company is training its work force to adopt work practices that will reduce our energy consumption requirement at our production facilities.

#### **Research and Development**

Your Company is currently doing pioneering research in the area of Image Intelligence and Recognition, mobile mapping as well as LIDAR. It is working closely with leading universities as well as world experts in this field. Our R & D efforts are being recognized by our customers as well as other peers in the industry segments that your Company operates in.

#### **Technology absorption, adaptation, and innovation**

Your company has upgraded all servers to cater to the stringent project and process requirements. To provide fault-tolerance, all servers have been protected using RAID Level 5. Indigenous technology available is continuously being upgraded to improve overall performance. Your Company has an extensive communication infrastructure connecting its various offices in USA and UK. The communication network caters to data connectivity between all the offices. There are plans to extend this network to enable VoIP among all offices in the coming future.

#### **Foreign Exchange Earnings & Outgo**

The required information on foreign exchange earnings and outgo is contained in the Notes forming part of Accounts.

#### **On Behalf of the Board of Directors**

**SAJID MALIK**  
CHAIRMAN AND MANAGING DIRECTOR

Place: Mumbai

Dated: August 17, 2009

## CORPORATE GOVERNANCE REPORT

Genesys believes in ethical business conduct, integrity, commitment and adheres to good corporate practices across all its business activities. At Genesys, we believe that corporate governance framework is to encourage the optimum use of resources and at the same time focus on transparency, responsibility and accountability.

Genesys has been complying with the Corporate Governance practices not as a discipline imposed by the Regulator, but in letter as well as in spirit to ensure transparency in corporate disclosures. The Company's Philosophy and ultimate aim of corporate governance is to enhance the long-term value of the Company for its shareholders and all other stakeholders in the Company- its partners, customers, suppliers and employees. Following are the salient features of our philosophy on the Code of Governance:

- Compliance of Clause 49 of the Listing Agreement in letter and spirit;
- Reporting and timely disclosure of financial and managerial information;

### Composition of Board

**Table 1: Composition of our Board and the number of Directorships held by them**

Name of Directors	Position	Meeting held	Meeting attended	Attendance at Last AGM	No. of directorship held in other Public Companies as on March 31,2009	No. of committee memberships in other Companies	No. of committee chairmanship in other committees
Mr. Sajid Malik DIN: 00400366	Chairman & Managing Director	9	9	Yes	5	NIL	NIL
Mrs.Saroja Malik DIN: 00400421	Whole-Time Director	9	9	No	3	2	NIL
Mr. Sohel Malik DIN: 00987676	Executive Director	9	5	No	NIL	NIL	NIL
Mr. Ganapathy Vishwanathan DIN: 00400518	Independent Director	9	9	Yes	2	2	2
Mr. Ganesh Acharya DIN: 00702346	Independent Director	9	8	No	1	2	NIL
Mr. Hemant Majethia DIN: 00400473	Independent Director	9	9	NO	2	NIL	NIL

# includes only Audit Committee and Shareholders' / Investors' Grievances Committee in all Companies  
Mr. Sajid Malik and Mr. Sohel Malik are sons of Mrs. Saroja Malik

- Transparency in the functioning and practices of the Board of Directors;
- Maintenance of ethical culture within and outside the organization;
- Maximizing long-term value of the stakeholders and the Company;

### I Board of Directors

#### A Size and composition of the Board

In order to maintain the separate existence of governance and management, the Company has a balanced combination of executive, non-executive and independent Directors on the Board. As per the norms of Corporate Governance and in line with the Listing Agreement, the Company has ensured the independence of Audit Committee, Remuneration Committee, which are composed of independent / non-executive Directors Out of the total strength of six Directors, three Directors are independent/ non-executive Directors and three are non independent/ executive Directors. The composition of our Board and the number of Directorships held by each Director is detailed in Table 1.

## Details of Shareholdings

**Table 2:** Details of Equity shares held by the Directors as on March 31, 2009

Name	No. of Equity Shares
Mr. Sajid Malik	2,01,544
Mrs. Saroja Malik	1,91,479
Mr. Sohel Malik	35,30,000
Mr. Hemant Majethia	5,152
Mr. Ganapathy Vishwanathan	50,186
Mr. Ganesh Acharya	24,987

## Board Meetings, Agenda and Minutes

The Board meeting dates are decided in consultation with all Directors of the Company and the schedules of the Board Meetings are communicated in advance to the Directors. Every agenda and minutes of the meeting are prepared in compliance with the clause 49 of the Listing Agreement and the applicable standard issued by the Institute of Company Secretaries of India (ICSI) and the Companies Act, 1956. The draft of minutes of the proceedings of each previous Board / Committee Meeting is circulated along with the Agenda. The Board also takes note of minutes of Committee Meetings and subsidiaries meetings at every Board Meeting. The Board meets at least once every quarter to review and approve the quarterly results and other items on the Agenda. The Board periodically reviews compliance reports of all laws applicable to the Company. Additional Board Meetings are held, whenever necessary.

During the year nine Board meetings were held on the following dates:

- |                                 |                                     |
|---------------------------------|-------------------------------------|
| 1) 30 <sup>th</sup> April, 2008 | 6) 18 <sup>th</sup> August, 2008    |
| 2) 28 <sup>th</sup> May, 2008   | 7) 04 <sup>th</sup> September, 2008 |
| 3) 28 <sup>th</sup> June, 2008  | 8) 31 <sup>st</sup> October, 2008   |
| 4) 25 <sup>th</sup> July, 2008  | 9) 30 <sup>th</sup> January, 2009   |
| 5) 31 <sup>st</sup> July, 2008  |                                     |

## Code of conduct

The Company has adopted a Code of conduct for its Board members and senior management and this code has been posted on the Company's website i.e. [www.igenesys.com](http://www.igenesys.com).

The Code of Conduct outlines fundamental ethical practices that need to be maintained for professional conduct and guides the Board members and senior Management in making ethical decisions.

All the Board members and senior management affirm the compliance with the Code on annual basis. A declaration to this effect signed by Mr. Sajid Malik, Chairman & Managing Director is annexed to this Report.

## II. COMMITTEES OF THE BOARD

The Board of the Company has four regular Committees - Audit Committee, Shareholders' / Investors' Grievance Committee, Remuneration Committee and Executive Committee. All these Committees except 'Executive Committee' are chaired by the Non-Executive/independent Directors. The Board is responsible for constituting, assigning and fixing the terms of reference for the Committees. The Board of Directors takes note of the minutes of the Committee meetings, at their Board Meetings.

### A. AUDIT COMMITTEE

#### Composition

The Company has set-up an Audit Committee consisting of three Non-Executive Independent Directors. Mr. Ganapathy Vishwanathan chairs this Committee and Mr. Hemant Majethia and Mr. Ganesh Acharya are its other members. All the members of Audit Committee are financially literate. The Company Secretary is the Secretary to the Committee.

#### Powers, role and review of information by Audit Committee

The Company has duly defined the role and objectives of the Audit Committee on same lines as provided under clause 49 of the Listing Agreement executed with the Stock Exchanges

# GENESYS INTERNATIONAL CORPORATION LIMITED

read with Section 292A of the Companies Act, 1956.

The primary functions of the Audit Committee are to provide assistance to the Board of Directors in fulfilling their responsibility to the shareholders, investors and other stakeholders .

The Audit Committee reviews, acts and reports to the Board of Directors with respect to:

- Overseeing the Companies financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Appointment and changes to the statutory auditors and internal auditors;
- Assess the independence and objectivity of the auditors and to ensure that the amount of non-audit work does not impair the auditors' independence and objectivity;
- Fix the remuneration of the statutory auditors and internal auditors;
- Review the reports of the statutory auditors and internal auditors;
- Review critical accounting policies and any changes to such policies;
- Review the quarterly and financial statements of the Company before they are presented to the Board;
- Review and approve any transactions with related parties;
- Review and assess the effectiveness of system of internal financial control, financial reporting, risk management and compliance controls with management and auditors and ;
- Any other matter referred to the Audit Committee by the Board of Directors of the Company.

**Table 3: Audit Committee- meetings and attendance**

<b>Sr. No.</b>	<b>Name of the Member</b>	<b>No. of meetings held during the year</b>	<b>No. of Meetings attended</b>
1	Mr. Ganapathy Vishwanathan	6	6
2	Mr. Hemant Majethia	6	6
3	Mr. Ganesh Acharya	6	5

## **B. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE**

The Company has constituted a Shareholders' / Investors' Grievance Committee of Directors to look into various matters relating to:

- Share transfers/transmissions of shares
- Review of Shares dematerialized/rematerialized and all other related issues
- Non receipt of dividend, notices, annual reports etc.
- Expeditious redressal of investors' grievances in other areas.

The Company has dedicated an e-mail address [investors@igenesys.com](mailto:investors@igenesys.com) for shareholders' convenience.

Details of complaints received and resolved during the year ended March 31, 2009 are as follows :

Quarter ended	Received	Resolved
June, 2008	2	2
September, 2008	-	-
December, 2008	1	1
March, 2009	1	1
<b>TOTAL</b>	<b>4</b>	<b>4</b>

During the year ended March 31, 2009, 4 complaints were received from shareholders, all of which have been resolved.

**Table 4: Shareholders'/ Investors' Grievance Committee- meetings and attendance**

Sr. No.	Name of the Member	No. of meetings held during the year	No. of Meetings attended
1	Mr. Ganapathy Vishwanathan	6	6
2	Mr. Hemant Majethia	6	6
3.	Mr. Pankaj Bahal*	3	3
4.	Mr. Sunil Dhage*	3	3

\* Mr. Pankaj Bahal resigned and Mr. Sunil Dhage was appointed as Company Secretary w.e.f. September 04, 2008.

### C. REMUNERATION COMMITTEE

The Company has set-up a Remuneration Committee consisting of three Independent Directors, though not mandated by Clause 49 of the Listing Agreement. The Company Secretary functions as a Secretary to the Remuneration Committee.

The broad terms of reference of the Remuneration Committee are as under:

- Approve the remuneration and commission / incentives payable to the Directors of the Company
- Such other matters as the Board may from time to time request the Remuneration Committee to examine and recommend / approve.
- ESOP/ESOS, if instituted, to employees and Directors of the Company and its subsidiaries to participate in the future growth and financial success of the Company.

During the year 2008-09 no meeting of the Remuneration Committee took place.

# GENESYS INTERNATIONAL CORPORATION LIMITED

**Table 5: Details of remuneration paid to the Directors of the Company during the financial year 2008-2009**

<b>Name of Director/ Remuneration Details</b>	<b>Mr. Sajid Malik Managing Director</b>	<b>Mrs. Saroja Malik Whole-Time Director</b>	<b>Mr. Sohel Malik Executive Director</b>
Salary	4,860,000	975,000	4,860,000
<b>Total</b>	<b>4,860,000</b>	<b>975,000</b>	<b>4,860,000</b>

**Table 6: Remuneration paid/payable to Non-Executive Directors**

<b>Name of Director</b>	<b>Commission</b>	<b>Sitting Fees**</b>
Mr. Hemant Majethia	Nil	5,000
Mr. Ganapathy Vishwanathan	2,400,000	5,000
Mr. Ganesh Acharya	Nil	Nil
<b>Total</b>	<b>2,400,000</b>	<b>10,000</b>

Note\*\* : The Board of Directors of the Company in its meeting held on January 30, 2009 had decided to Pay Rs. 3000/- to Directors for attending Board Meeting and Rs. 2000/- to Members of the Audit Committee for attending Audit Committee Meeting.

The Company at present does not have any stock option scheme for its Directors. There was no material pecuniary relationship or transaction with any Director other than that reported above.

## **D. EXECUTIVE COMMITTEE**

The Company has set-up an Executive Committee consisting of three Directors. The Company Secretary functions as a Secretary to the Executive Committee.

The Objects of the Executive Committee of the Board are as follows:

- To consider and approve the tenders/bids, projects and authorize personnel/officers to discuss, negotiate, finalize the terms & conditions and to sign and execute

Applications, Agreements, Bonds, Deeds, Forms, Bids, Tender, documents, papers and all such writings, etc.

- To consider and approve the handling of Bank operations including opening of Bank Accounts, taking FOREX Cover, apply for the Bank Guarantees and day to day investments etc.
- To consider and issue of Power of Attorney, from time to time, in favour of the Officers of the Company in order to handle the day to day affairs of the Company.

During the year one meeting of the Executive Committee was held on March 13, 2009. Minutes of the meetings of 'Executive Committee of the Directors' (ECD) are placed before the ensuing Board Meeting. The details of attendance at the meetings are given in Table below :



**Table 7: Executive Committee- meetings and attendance**

<b>Sr. No.</b>	<b>Name of the Member</b>	<b>No. of meetings held during the year</b>	<b>No. of Meetings attended</b>
1	Mr. Sajid Malik	1	1
2	Mr. Saroja Malik	1	1
3	Mr. Ganapathy Vishwanathan	1	1

### III. SUBSIDIARY COMPANIES

Genesys Worldeye Ltd., Genesys International (UK) Ltd. and Aerial Surveyor Ltd., are Company's non-listed subsidiaries. Brief details of the Company's three subsidiaries are given in the Directors' Report attached with this Annual Report.

The updates of major decisions of the unlisted Subsidiary Companies are regularly presented before the Board of Directors. Following are the key points of subsidiaries which are regularly taken up in the Board Meeting:

- Minutes of all meetings of the subsidiaries held between two Board Meetings;
- Investments and loans to the subsidiaries;
- Periodical and Annual financial statements of the subsidiaries;

### IV. DISCLOSURES

#### A. Basis of related party transactions

During the year 2008- 09, there have been no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Directors, management, subsidiary or relatives except for those disclosed under Note 10 in schedule L in the financial statements for the year ended March 31, 2009. The related party transactions are placed before quarterly Audit Committee and Board Meeting. The interested Directors neither participate in the discussion, nor vote on such matters.

#### B. Accounting treatment in preparation of financial statements

The Company has followed the guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of financial statements during the year.

#### C. Board disclosures – Risk management

The Company has an integrated approach to managing the risks inherent in the various aspects of business. As a part of this approach, the Company's Board is responsible for monitoring risk levels according to various parameters and ensuring implementation of mitigation measures, if required. An integrated approach for managing the risks in various aspects of the business is provided in the Management Discussion & Analysis Report.

#### D. Public issues, rights issues, preferential issues etc.

During the year, the Company has not issued any shares to the Public and on Preferential or Rights basis. However, 33,55,000 Warrants issued and allotted on Preferential basis were converted into Equity Shares during the year 2008-09.

#### E. Management Discussion & Analysis

A detailed Management Discussion & Analysis Report is given as a separate Section in this Annual Report.

## F. Shareholders

### i. Disclosure regarding appointment and re-appointment of Directors

According to the provisions of the Companies Act, 1956 and Articles of Association of the Company, one-third of the Directors retire by rotation and, if eligible offer themselves for re- appointment at the Annual General Meeting of shareholders. Accordingly, Mrs. Saroja Malik and Mr. Hemant Majethia Directors shall retire at the ensuing Annual General Meeting of the Company. The Board has recommended the re-appointment of retiring Directors. Brief Details of Directors seeking Re-appointment in the Twenty-Seventh Annual General Meeting of the Company is given below:

**Table 8** : Details of Directors seeking Re-appointment

<b>Name of the Director</b>	<b>Mrs. Saroja Malik</b>	<b>Mr. Hemant Majethia</b>
Nature of Resolution	Re-appointment as Director	Re-appointment as Director
Date of Birth	September 28, 1937	May 24, 1966
Date of Appointment	January 17, 2000	January 17, 2000
Director Identification Number	00400421	00400473
Qualifications	B. Com., LL.B	B. Com. , ACA
Experience in specific functional areas	Legal compliance, Income Tax and Customs Regulations	Corporate Finance, Capital Markets Intermediation and Research
Directorship held in other Companies (including Foreign Companies and Private Companies)	1. GI Engineering Solutions Ltd 2. Genesys Worldeye Limited 3. Genesys Enterprises Inc. (USA) 4. Ventura Guaranty Limited	1. Ventura Guaranty Limited 2. Ventura Securities Limited 3. Ventura Commodities Private Limited
Chairman / Member of Committees of other Companies	2	NIL
Number of Equity Shares held in the Company	1,91,479	5,152

Note: Pursuant to clause 49 of the Listing Agreement, only two Committees viz. Audit Committee and Shareholders' / Investors Grievances' Committee have been considered.

### ii. Communication to shareholders

The Company's quarterly financial results and other investor related information are posted on the Company's website ([www.igenesys.com](http://www.igenesys.com)) under 'Investors' column.. The quarterly financial results of the Company are generally published in the Economic Times/ Business Standard and Maharashtra Times/ Sakal. Financial results and all material information are also regularly provided to the Stock Exchanges as per the requirements of the Listing Agreement.

### iii. General body meetings

**Table 9: Details of the last three Annual General Meetings**

Financial Year	Date	Time	Location of the Meeting	Special Resolutions passed
2005-2006	December 28, 2006	2:30 P.M.	Kohinoor Continental, Andheri - Kurla Road, Andheri (East), Mumbai- 400059.	1.Payment of Commission to Non-Executive Directors
2006-2007	November 29, 2007	2:30 P.M.	Hotel Tunga International, Tribune II, Central Road, MIDC, Andheri (East), Mumbai-400093	1.Appointment of Mr. Sajid Malik as Managing Director 2.Appointment of Mr. Sohel Malik as Executive Director
2007-2008	September 29, 2008	2:30 P.M.	Kohinoor Continental, Andheri - Kurla Road, Andheri (East), Mumbai- 400059.	NIL

#### iv) Special Resolution through Postal Ballot

The Company has not passed any Special Resolution through postal ballot during the year 2008-09.

### V. CEO/CFO CERTIFICATION

As required by Clause 49 of the Listing Agreement, the CEO/CFO Certificate to the Company's Board is given elsewhere in the Annual Report.

### VI. COMPLIANCE

#### a) MANDATORY REQUIREMENTS

The Company has complied with all the applicable mandatory requirements of clause 49 of the Listing Agreement with Stock Exchange(s).

#### b) ADOPTION OF NON-MANDATORY REQUIREMENTS

##### 1. Remuneration Committee

The Board has set-up a Remuneration Committee to review the remuneration, incentives and commission to be paid to the Directors of the Company. All the members of

the committee are Independent Directors and this Committee is chaired by Mr. Ganapathy Vishwanathan.

##### 2. Whistle Blower Policy

The Company has adopted the Whistle Blower Policy, which has a mechanism for employees to express and report their concerns to the management about unethical behavior, fraud, violation of the Code of Conduct or ethics in a fearless manner. Everyone in the Company is responsible for ensuring that the workplace is free from all forms of discrimination, harassment and retaliation prohibited by this policy. No employee or Director of the Company has the authority to engage in any conduct prohibited by this policy.

The Company's policies as regards adoption of other non-mandatory requirements shall be disclosed in the Report from time to time.

##### 3. Shareholders Rights

The Company did not send half yearly results

# GENESYS INTERNATIONAL CORPORATION LIMITED

to each household of the shareholders in 2008-09. However, it displays its quarterly and half-yearly results on its website www.igenesys.com and publishes in widely circulated newspapers.

## c) COMPLIANCE WITH CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

In compliance with the SEBI Regulations on Prevention of Insider Trading, the Company has laid down a comprehensive code of conduct for its

Directors and senior management. The code lays down guidelines, which advise them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations. Further, the Trading Window for dealing in the Equity Shares of the Company is periodically closed for the Directors and designated employees of the Company as per the Insider Trading Code in force in the Company.

## d) STATUTORY COMPLIANCE, PENALTIES & STRICTURES

The Company was not subject to any non compliance and no penalties or strictures were imposed on the Company by Stock Exchanges, SEBI or any statutory or other authority on any matters relating to capital markets during the last three years.

### Additional Shareholder Information

<b>1. Registered and Corporate Office</b>	73-A, SDF-III, SEEPZ, Andheri (East), Mumbai 400 096. Tel. No.: +91 – 4488 4488, Fax No.: +91- 2829 0603 Website: www.igenesys.com
<b>2. Date of Incorporation</b>	January 28, 1983
<b>3. Registration No./ CIN</b>	029197 / L65990MH1983PLC029197
<b>4. Date, Time and Venue of 27<sup>th</sup> AGM</b>	Tuesday, September 29, 2009, 2.30 p.m. Kohinoor Continental, Andheri-Kurla Road, Andheri (East), Mumbai - 400 059
<b>5. Financial Year</b>	April 01, 2008 – March 31, 2009
<b>6. Financial Calendar for 2008- 09</b>	<b>Board Meetings for quarterly results</b>
First quarter ending June 30, 2008	25th July, 2008
Second quarter ending September 30, 2008	31st October, 2008
Third quarter ending December 31, 2008	30th January, 2009
Fourth quarter ending March 31, 2009	27th April, 2009
<b>7. Financial Calendar for 2009- 10</b>	
The tentative dates of Board Meetings for consideration of the Financial Statements:	
First quarter ending June 30, 2009	July 30, 2009
Second quarter ending September 30, 2009	Last week of October, 2009
Third quarter ending December 31, 2009	Last week of January, 2010
Fourth quarter ending March 31, 2010	Last week of April, 2010
<b>8. The shares of the Company are listed on following Stock Exchanges:</b>	
<b>Bombay Stock Exchange Limited</b>	P J Towers, Dalal Street, Fort Mumbai- 400 001. Scrip Code: 506109 Website: www.bseindia.com
<b>National Stock Exchange of India Limited</b>	Exchange Plaza, Bandra-Kurla Complex Bandra (East), Mumbai -400 051. Symbol: GENESYS Website: www.nseindia.com

**9. Shareholders are requested to send all share transfers and correspondence relating to shares, dividend etc. to our Share Transfer Agent at:**

Bigshare Services Private Limited, E/2, Ansa Industrial Estate, Saki-Vihar Road, Saki-Naka , Andheri (East), Mumbai- 400072.  
Tel. No.: +91-22-40430294, Fax No.: +91-22-28475207, Email: info@bigshareonline.com

**10. Share Transfer System:**

The Share Transfer work is carried out by our Share Transfer Agent, the details of which are given above. The documents are received at their office in Mumbai and also at the Registered Office of the Company. The share transfer is carried out within an average period of three weeks from the date of lodging, provided all papers received are in order. For improving the response time for completing the share transfers, Share Transfer Committee meetings are held as often as required.

**11. Dematerialization of Shares and liquidity:**

As on March 31, 2009 - 99.28% of the total issued share capital was held in electronic form. Details of Equity shares held in physical and demat form as on March 31, 2009 are given as follows:

**Table 10:**

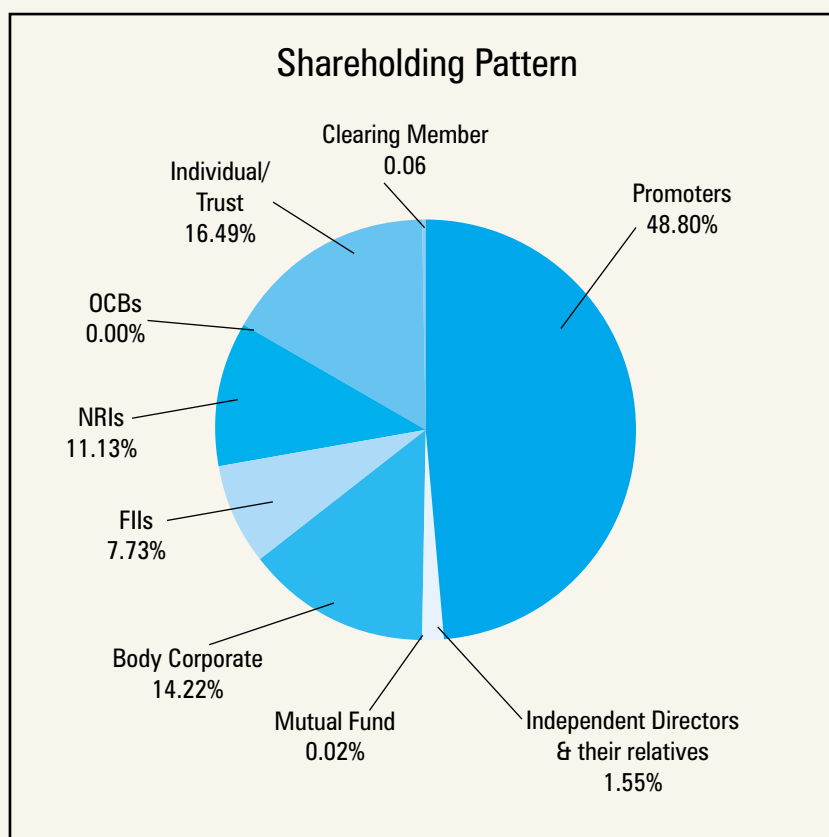
<b>Particulars</b>	<b>No. of Shares</b>	<b>Percentage</b>
Physical Mode	108022	0.72
NSDL	14388254	96.41
CDSL	427480	2.86
<b>TOTAL</b>	<b>14923756</b>	<b>100</b>

**12. Shareholding Pattern as on March 31, 2009:**

**Table 11:**

<b>Description</b>	<b>Folios</b>	<b>Number of Shares</b>	<b>% to Total</b>
Promoters	6	7283667	48.80
Independent Directors & their relatives	5	230842	1.55
Mutual Fund	4	3050	0.02
Body Corporate	168	21,22,153	14.22
FII's	2	11,53,359	7.73
NRIs	32	1661022	11.13
OCBs	1	50	0.00
Individual / Trust	2815	2460458	16.49
Clearing Member	13	9155	0.06
<b>Total</b>	<b>3046</b>	<b>1,49,23,756</b>	<b>100.00</b>

# GENESYS INTERNATIONAL CORPORATION LIMITED



### 13. Distribution Schedule as on March 31, 2009:

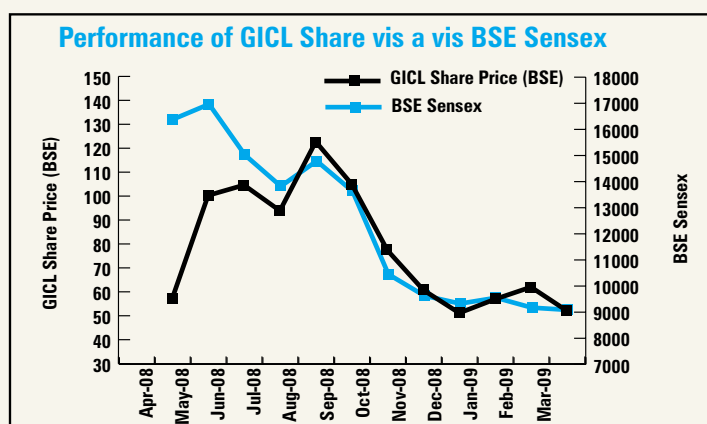
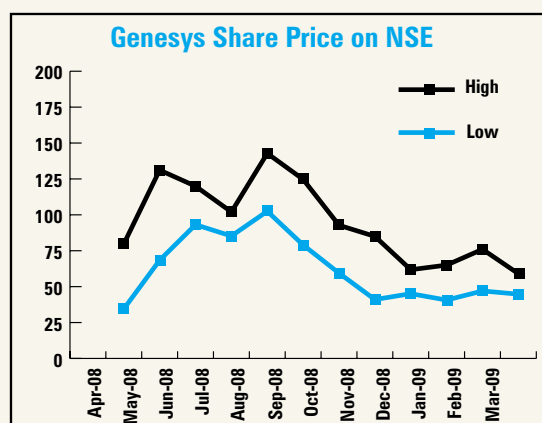
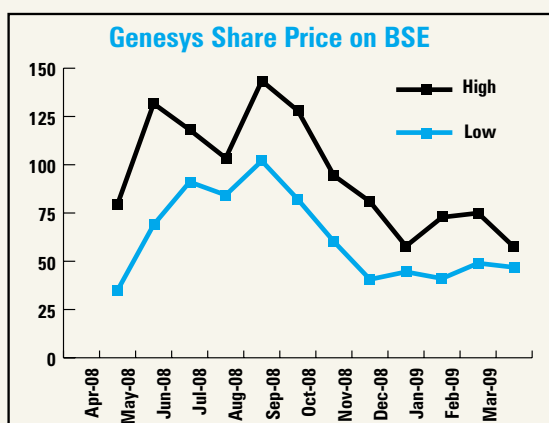
**Table 12:**

	<b>Slab of Shareholding</b>	<b>Shareholders</b>	<b>% to Total</b>	<b>Shareholding in Rs.</b>	<b>% to Total</b>
	Upto 5000	2,479	81.27	38,64,160	2.59
	5001 10000	251	8.22	20,98,800	1.41
	10001 20000	126	4.13	19,50,150	1.31
	20001 30000	51	1.67	12,66,080	0.85
	30001 40000	16	0.52	5,79,020	0.39
	40001 50000	27	0.88	12,72,170	0.85
	50001 100000	45	1.47	31,49,090	2.11
	Above 100001	55	1.80	13,50,58,090	90.49
	<b>Total</b>	<b>3050</b>	<b>100.00</b>	<b>1,49,23,7560</b>	<b>100.00</b>

14. Monthly High/ Low of the share prices on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) :

**Table 13:**

Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2008	79.60	35.00	79.70	34.50
May, 2008	131.65	68.90	131.15	68.40
June, 2008	118.10	91.10	119.95	93.15
July, 2008	103.45	84.30	102.00	85.25
August,2008	143.45	102.00	142.80	102.50
September,2008	128.00	82.05	124.70	79.00
October,2008	94.40	60.20	92.75	59.40
November,2008	80.90	40.60	85.00	41.00
December,2008	57.80	44.50	61.80	45.10
January, 2009	72.80	41.05	65.00	40.65
February,2009	74.95	49.00	76.00	47.00
March,2009	57.30	46.85	59.00	44.75



# GENESYS INTERNATIONAL CORPORATION LIMITED

## 15. Details of Dividend Unpaid / Unclaimed Account as on March 31, 2009

Under the Companies Act, 1956, dividends which remain unclaimed for a period of 7 years are required to be transferred to the Investor Education & Protection Fund (IEPF) administered by the Central Government.

Dates of declaration of dividends since 2001-02 and the corresponding dates when unclaimed dividends are due to be transferred to the Investor Education & Protection Fund (IEPF), Central Government are given in the table below.

**Table 14:**

<b>Financial Year</b>	<b>Date of declaration of dividend</b>	<b>Amount remaining unclaimed / unpaid as on March 31, 2009 (Rs.)</b>	<b>Last date for claiming unpaid dividend amount (on or before)</b>	<b>Last date of transfer to IEP Fund</b>
2001-2002	21/08/2002	1,04,130.00	September 26, 2009	October 25, 2009
2002-2003	29/09/2003	73,454.00	November 03, 2010	December 02, 2010
2007-2008	29/09/2008	1,29,058.00	November 03, 2015	December 02, 2015

During the year 2008-09, unclaimed dividend of Rs. 1,31,331/- was transferred to Investor Education and Protection Fund in accordance with the provisions of Investor Education and Protection Fund (Awareness and Protection of Investor) Rules, 2001.

## 16. Last Date of Receipt of Proxy

Proxies will be accepted upto 2.30 p.m. on September 27, 2009 at the Registered Office of the Company.

### OUTSTANDING INSTRUMENTS

There are no outstanding instruments / warrants as on the date of this Report.

### Registrar and Transfer Agents

For assistance regarding dematerialization of shares, share transfers, change of address or any other queries relating to shares, please contact:

#### **Bigshare Services Private Limited**

**Unit: Genesys International Corporation Ltd.**

E/2, Ansa Industrial Estate,  
Saki-Vihar Road, Saki-Naka,  
Andheri (East), Mumbai 400 072  
Telephone: 91.22.40430200  
Facsimile: 91.22.2847 5207  
Email: info@bigshareonline.com

## Investors Correspondence

Mr. Sunil Dhage  
Company Secretary

### **Genesys International Corporation Limited**

73-A, SDF III, SEEPZ, Andheri (East),  
Mumbai – 400 096  
Tel: 91.22.44884488  
Fax: 91.22.2829 0603  
Email: sunil.dhage@igenesys.com  
investors@igenesys.com

### **SAJID MALIK**

CHAIRMAN & MANAGING DIRECTOR

Place: Mumbai

Dated: August 10, 2009



## CEO/ CFO CERTIFICATION UNDER CLAUSE 49 OF LISTING AGREEMENT

We, Mr. Sajid Malik, Chairman & Managing Director and Mr. Ratan Das, Chief Financial Officer to the best of our knowledge and belief, certify that:

- a) We have reviewed the financial statements and the cash flow statement of Genesys International Corporation Limited for the year ended March 31, 2009 and that to the best of our knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and

that we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposing to take to rectify these deficiencies.

- d) We have indicated to the Auditors and the Audit Committee:
- (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

SAJID MALIK  
Chairman & Managing Director

RATAN DAS  
Chief Financial Officer

Place: Mumbai

Dated: August 10, 2009

### DECLARATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT

The Members of  
**Genesys International Corporation Limited**

**Sub: Declaration under clause 49 of the Listing Agreement.**

I hereby declare that all Directors and Designated Employees in the Senior Management of the Company have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2009.

For **GENESYS INTERNATIONAL CORPORATION LIMITED**

**SAJID MALIK**  
CHAIRMAN & MANAGING DIRECTOR

Mumbai, August 10, 2009

# GENESYS INTERNATIONAL CORPORATION LIMITED

## REPORT OF THE AUDITORS ON CORPORATE GOVERNANCE

### To the Members of

#### **Genesys International Corporation Limited**

We have examined the compliance of conditions of corporate governance by Genesys International Corporation Limited for the year ended on March 31, 2009 as stipulated in Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that

the Company has complied with the conditions of corporate governance as stipulated in the above-mentioned Listing Agreement.

As per the records of the Company there were no investor grievances pending at the end of the year under report.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Contractor, Nayak & Kishnadwala**  
**Chartered Accountants**

**SAROJ MANIAR**

PARTNER

Place: Mumbai

Date: August 10, 2009

# MANAGEMENT DISCUSSION AND ANALYSIS

## Industry Overview

Despite the impact of the economic downturn, growing applications and widening usage of GIS (Geographical Information System) services in new areas such as land management, homeland security, route planning, social networking, web-based advertising etc., has resulted in an increased interest in GIS services worldwide. Given these developments, a major share of this increasing interest is expected to arise from the consumer segments. Enterprises will continue GIS usage in areas such as supply chain, enterprise security, logistics, improving customer service and retention etc., where location intelligence is a crucial requirement. Increased use of free web-based GIS services among enterprises, growing interest among consumer verticals for location-based and navigation services are expected to lead the GIS software market in the near future.

GIS industry is experiencing rapid growth in developing economies such as India, Brazil & China. According to the research carried out by China Computer World, China has a GIS market of over USD 700 million every year. In India, where size of the GIS market is largely dictated by Planning Commission outlays on projects in the GIS area, besides private initiatives, market size is estimated at INR 1000 crores in 2009.

According to market research and technology assessment firms, the North American market for GIS software & services is estimated at about USD 4 billion annually.

## Challenges & opportunities in GIS Industry

Like many other industries, unprecedented challenges are creating enormous opportunities as well for GIS industry. Services offered by GIS companies are often used as very important decision making tools across industries.

Today, true success of GIS industry lies in its ability to deliver data on near-real time basis to meet the needs of the customers with time sensitive applications such as oil spill / oil seep and ship / ice detection. Besides, across customer types, there is a generic expectation from GIS companies to compress the timeline between data collection and data delivery, so that the

customers can make effective and time bound decisions using the data / input provided by GIS companies.

From the standpoint of the customers, there are lot many quality data providers in the mapping industry to pick and chose from. There being a dynamic market for geospatial information constantly looking for variety of solutions, growth of GIS companies are largely dependent on higher level of collaboration between companies and its ability to offer broad spectrum of services to its customers.

Investment in Research and Technology is considered to be a major driver for growth in GIS industry. To the extent it can lower the cost of the product or provide it on a faster timeline, it will add more value and utility to the customers.

One domain, besides navigation and location based services, that presents tremendous opportunity for the remote sensing and GIS industry is climate change. Clearly there is a need for geospatial data to help analyse and understand environmental changes related to global warming and then there is a need for geospatial decision support tools to help implement and monitor the effectiveness of environmental policies that address the problem.

As far as applications are concerned, there is a growing demand for urban modeling, including situational awareness, vehicle navigation, homeland security, visualization, simulation and gaming.

## Financial Performance

Financial Year 2009 (FY09) represents Fiscal Year beginning on April 01, 2008 and ending on March 31, 2009. The discussion and analysis hereunder are based on our Company's consolidated financials for FY09.

### 1. Balance Sheet

#### (A) Source of Funds:

##### Share Capital

Authorised Equity Share Capital of the Company is Rs.1500 lacs, divided into 150 lacs shares of Rs.10 each. As of March 31, 2009, the Company's Issued,

# GENESYS INTERNATIONAL CORPORATION LIMITED

subscribed and paid up share capital was Rs.1492.38 lacs, comprising of 14,923,756 shares of Rs.10 each. During the year, the Company has allotted 33,55,000 equity shares on preferential basis to holders upon conversion of equity share warrants.

List of Shareholders includes, besides promoters, other bodies corporate, mutual funds, foreign institutional investors and individuals, etc. As on March 31, 2009, the shareholding pattern of the Company was as below:

## Shareholding Pattern as on March 31, 2009:

Description	Folios	Number of Shares	% to Total
Promoters	6	7283667	48.80
Independent Directors & their relatives	5	230842	1.55
Mutual Fund	4	3050	0.02
Body Corporate	168	21,22,153	14.22
FII's	2	11,53,359	7.73
NRI's	32	1661022	11.13
OCBs	1	50	0.00
Individual / Trust	2815	2460458	16.49
Clearing Member	13	9155	0.06
Total	3046	1,49,23,756	100.00

## Reserves and Surplus

Reserves and Surplus of the Company which stood at Rs.2535.71 lacs at on March 31, 2008, has increased to Rs.5546.82 lacs as on March 31, 2009. Increase in the balance of Reserve & Surplus has largely been on account of the following:

- Increase in the Securities Premium Account : Rs.301.95 lacs
- Addition to General Reserve Account: Rs.300 lacs
- Increase in Profit & Loss Account: Rs.2409.16 lacs

## Secured and Unsecured Loans

Total secured loans of the Company stood at Rs.11.49 lacs as on March 31, 2009, as against Rs.502.21 lacs at the end of March 31, 2008. During the year under reference, the

Company repaid Rs.490.72 lacs (net) secured loans to the lending banks.

The Company did not have any unsecured loan at the end of March 31, 2009 as well as March 31, 2008.

## Fixed Assets

Since the Company operates in the IT space, it has a relatively larger share of investment in the data processing equipments and software.

As on March 31, 2009, the company has a Gross Block of Rs.3013.01 lacs compared with Rs. 2232.20 lacs at the end of March 31, 2008, while the net block was at Rs.1103.93 lacs as on March 31, 2009, as against Rs.561.01 lacs at the end of March 31, 2008.

During the year, the Company added tangible assets of Rs.69.55 lacs and this was primarily on account of computer hardware, furniture & fixtures, office equipments and vehicles. Intangible assets worth Rs.681.97 lacs were added during the year, which included Rs.602.77 lacs on account of goodwill and Rs.79.20 lacs on account of computer software.

## Investments

At the end of March 31, 2009, the total investments of the Company stood at Rs.2241.04 lacs compared to Rs.696.19 lacs at the end of previous financial year. The net increase is largely on account of Mutual Fund investment of Rs.1694.86 lacs and writing off part of our investment in Image Intelligence Inc. USA, to the extent of Rs.150 lacs.

## Unbilled Revenue

Balance in Unbilled Revenue account stood at Rs.20.55 lacs as on March 31, 2009, as against Rs.64.72 lacs as on March 31, 2008. As on March 31, 2009, unbilled revenue accounts for 0.25% of the total revenue from operations for the year 2008-09.

## Sundry Debtors

Sundry Debtors (net of provision for doubtful debts) as on March 31, 2009, was at Rs.1206.08 lacs representing 53 days' invoicing as against Rs.1726.23 lacs, representing 133 days' invoicing as on March 31, 2008. Improved debtors' turnover

ratio in the current year has been largely attributable to more focussed monitoring of customers accounts For realization of bills raised.

### **Cash and Bank Balance**

Total of cash and bank balance as on March 31, 2009, was at Rs.2408.95 lacs as against Rs.828.11 lacs as on March 31, 2008. At the end of March 31, 2009, around 98.42% of the total cash & bank balance is kept with the Scheduled Banks as against 99.25% at the end of 2007-08.

### **Other Current Assets**

Other current assets of Rs.28.90 lacs as on March 31, 2009 include ,interest accrued but not due on fixed deposits with the Bank, compared to Rs.1.09 lacs as on March 31, 2008.

### **Loans and Advances**

As on March 31, 2009, total loans and advances stood at Rs.1644.50 lacs as against Rs.1008.35 lacs at the end of 2007-08. Loans and advances include advances made in the regular course of business, advance for taxes, etc. During the year, no provision has been made in the accounts for loans and advances.

### **Current Liabilities and Provisions**

Current Liabilities and Provision primarily include trade creditors, advance received from customers, tax deducted at source pending deposit with the government as on the balance sheet date, provision for employees' benefits, proposed dividend and dividend distribution tax thereon.

Total of Current Liabilities and Provision as on March 31, 2009 rose to Rs.2747.99 lacs as against Rs.1017.79 lacs in the previous year. Increase in the amount in the current year is largely attributable to advance received from customers, unearned revenue and provision for retirement benefits.

## **INCOME & EXPENDITURE**

### **Income**

During 2008-09, the Company recorded total consolidated income of Rs.8605.13 lacs as against Rs.4765.07 lacs in the year 2007-08, a growth of 81% over previous year. Profit after

tax has risen to Rs. 3098.36 lacs in 2008-09, from Rs.1498.66 lacs in 2007-08, registering a growth of 105% in 2008-09 over 2007-08. Growth in the revenue and profit after tax in 2008-09 is largely attributable to higher volume of business from repeat as well as new customers, optimum utilization of manpower and other resources, control over operating and other administrative expenses, etc.

Other Income of Rs.250.93 lacs (previous year Rs.36.62 lacs) includes interest income on deposits, dividend from mutual funds investment, etc.

### **Expenditure**

The Company incurred total consolidated operating cost of Rs.5379.64 lacs, including depreciation, during 2008-09, as against Rs.3202.42 lacs in the corresponding pervious year. During the year under review, operating cost was at 62.81% of the total income as against 67.21% in the year 2007-08.

### **Tax Benefits**

Benefits which the Parent Company was hitherto enjoying under section 10A of the Income Tax Act, 1961, has come to an end effective April 01, 2009 in respect of Units in SEEPZ , Mumbai. Accordingly, income from export business in respect of Units in SEEPZ if any, will be taxed at full rate, subject to others provisions, contained in the said Act. Similar benefit for Bangalore Unit of the Parent Company will be expiring effective April 01, 2010.

## **CAUTIONARY STATEMENT**

Certain statements made in the Management Discussion and Analysis Report may constitute 'forward-looking-statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations, projections, etc., whether express or implied. Several factors could make a significant difference to the Company's operations. These include climate and economic conditions affecting demand and supply, government regulations and taxation, natural calamities, etc. over which the Company does not have any direct control.

# GENESYS INTERNATIONAL CORPORATION LIMITED

## REPORT OF THE AUDITORS

TO THE SHAREHOLDERS OF GENESYS INTERNATIONAL CORPORATION LIMITED

1. We have audited the attached Balance Sheet of **Genesys International Corporation Limited** as at 31<sup>st</sup> March, 2009 and also the Profit and Loss Account and Cash Flow Statement of the Company for year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
  - 4.1. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - 4.2. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - 4.3. The Balance Sheet and the Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - 4.4. In our opinion, the Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report read with our comments in para 6 below comply with the Accounting Standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable, and
5. On the basis of written representations by all the directors of the Company as at 31st March, 2009, and taken on record by the Board of Directors, and the information and explanations as made available to us by the Company, we report that none of the directors of the Company prima facie, have any disqualifications as referred to in clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
6. Attention is invited to note no. 20 in Schedule "L" regarding non provision for diminution in the value of investments in subsidiary companies, for reasons mentioned therein.
7. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the significant accounting policies and notes thereon, give the

information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- in the case of the Balance Sheet, of the State of Affairs of the Company as at 31<sup>st</sup> March, 2009 and
- in the case of the Profit and Loss Account, of the Profit for the year ended on that date.
- in the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

For **Contractor, Nayak & Kishnadwala**  
**Chartered Accountants**

**Saroj Maniar**

Partner

Membership No 40803

Mumbai

Dated : August 10, 2009

## ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Paragraph 3 of our Report of even date on the Accounts for the year ended 31<sup>st</sup> March, 2009 of **Genesys International Corporation Limited**)

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
b) The fixed assets have been physically verified by the management during the year. As informed to us, no material discrepancies were noticed on such verification. In our opinion, frequency of verification is at reasonable intervals.  
c) During the year, the Company has not disposed off any substantial part of the fixed assets.
- 2 The Company's nature of operations does not require it to hold inventories. Consequently, clause 4(ii) of the Companies (Auditor's Report) Order, 2003, as amended ('the Order') is not applicable.
3. a) The Company has granted interest free loan to one of its wholly owned subsidiary company covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 236,221,100/- and the year end balance was Rs. 73,844,686/-.  
b) The terms and conditions on which loans have been given to the party covered in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the Company;  
c) As per the terms of the loan there are no overdue amounts at the year end.  
d) The Company has not obtained any loans from parties covered in the register maintained u/s 301 of the Act.
4. There are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and for sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. a) The particulars of contracts and arrangements referred to in section 301 of the Companies Act, 1956 have been entered in the register maintained under section 301 of the said Act.  
b) The transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices and other relevant factors at the time of transaction.
6. The Company has not accepted any deposits from the public and consequently the provisions of section 58A and 58AA of the Companies Act, 1956 and the rules framed thereunder are not applicable.
7. In our opinion, the Company has an internal audit system which is commensurate with its size and nature of its business.
8. As explained no cost records have been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 in respect of the activities carried out by the Company.
9. a) The Company has been generally regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax,



sales-tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it, with the appropriate authorities. There are no arrears of outstanding statutory dues as at the year end for a period of more than six months from the date they became payable.

- b) Details of dues, which have not been deposited on account of dispute as on 31<sup>st</sup> March, 2009 are given hereunder:

Name of the Statute	Forum where case is pending	Nature of Dues	Amount Rs.(lakhs)	Period to which the amount relates
Income Tax Act, 1961	Commissioner of Income Tax (Appeals)	Income Tax	157.08	Assessment Year 2005-06 and 2006-07
<b>Total</b>			<b>157.08</b>	

10. The Company does not have any accumulated losses at the end of the financial year and it has not incurred any cash losses in the current financial year and in the immediately preceding financial year.
11. The Company has not defaulted in repayment of dues to any financial institution, bank or debenture holders.
12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. As the Company is not a chit fund, nidhi, mutual benefit fund or a society, the provisions of clause (xiii) of the Order are not applicable.
14. The Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Order are not applicable to the Company. However the

Company has invested in shares of foreign and Indian subsidiary companies and other bodies corporate which have been held in its own name.

15. The Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. In our opinion, the term loans raised by the Company have been applied for the purposes for which the loans were raised on an overall basis.
17. On an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long term investment.
18. During the year, the Company has made preferential allotment of shares to promoters upon conversion of warrants. The allotment and pricing of shares have been made in accordance with the guidelines laid down in this regard by SEBI and hence the price at which shares have been issued are not prima facie prejudicial to the interest the of the Company.
19. The Company does not have any outstanding debentures during the year.
20. The Company has not raised any money by public issues during the year.
21. During the course of our audit and as explained, no fraud on or by the Company has been noticed or reported during the year to us.

For **Contractor, Nayak & Kishnadwala**  
**Chartered Accountants**

**Saroj Maniar**

Partner

Membership No 40803

Mumbai

Dated : August 10, 2009

# GENESYS INTERNATIONAL CORPORATION LIMITED

## BALANCE SHEET

AS AT 31ST MARCH, 2009

PARTICULARS	SCHEDULE	2009		2008
		Rs.	Rs.	Rs.
<b>SOURCES OF FUNDS</b>				
<b>1) SHAREHOLDERS FUNDS</b>				
a) Share Capital	<b>A</b>	<b>149,237,560</b>		115,687,560
b) Equity Share Warrants	<b>A - 1</b>	-		6,374,500
c) Reserves & Surplus	<b>B</b>	<b>563,230,551</b>		256,083,597
			<b>712,468,111</b>	378,145,657
<b>2) LOAN FUNDS</b>				
a) Secured Loans	<b>C</b>	<b>1,148,577</b>		50,220,570
			<b>1,148,577</b>	50,220,570
<b>Total</b>			<b>713,616,688</b>	428,366,227
<b>APPLICATION OF FUNDS</b>				
<b>1) FIXED ASSETS</b>				
a) Gross Block	<b>D</b>	<b>236,138,347</b>		221,520,254
b) Less : Depreciation / Amortisation		<b>187,491,878</b>		165,526,028
c) Net Block			<b>48,646,469</b>	55,994,226
d) Capital Work-in-progress (including capital advances)			<b>25,000,000</b>	1,636,421
<b>2) INVESTMENTS</b>				
	<b>E</b>		<b>285,629,360</b>	71,082,188
<b>3) DEFERRED TAX ASSET (NET)</b>				
			<b>13,972,169</b>	-
<b>4) CURRENT ASSETS, LOANS &amp; ADVANCES</b>				
<b>a) CURRENT ASSETS</b>				
(i) Unbilled Revenues		<b>2,055,361</b>		6,471,629
(ii) Sundry Debtors		<b>125,728,277</b>		171,879,493
(iii) Cash & Bank Balances		<b>237,692,284</b>		82,405,388
(iv) Other Current Assets		<b>2,890,141</b>		108,532
			<b>368,366,063</b>	260,865,042
<b>b) LOANS &amp; ADVANCES</b>				
			<b>237,168,084</b>	138,262,250
			<b>605,534,147</b>	399,127,292
<b>LESS: CURRENT LIABILITIES &amp; PROVISIONS</b>				
<b>G</b>				
(i) Current Liabilities		<b>172,123,973</b>		52,297,587
(ii) Provisions		<b>93,041,484</b>		47,176,313
			<b>265,165,457</b>	99,473,900
<b>Net Current Assets</b>			<b>340,368,690</b>	299,653,392
<b>Total</b>			<b>713,616,688</b>	428,366,227
<b>Notes forming part of the Accounts</b>				
<b>L</b>				
<b>The schedules referred to above form an integral part of the Balance Sheet</b>				

As per our report of even date attached  
For **CONTRACTOR, NAYAK & KISHNADWALA**  
**CHARTERED ACCOUNTANTS**

**SAROJ MANIAR**  
PARTNER  
Membership No. 40803  
10<sup>th</sup> August, 2009  
MUMBAI

For and on behalf of the Board Of Directors

**SAJID MALIK**  
**HEMANT MAJETHIA**  
**GANAPATHY VISHWANATHAN**  
**SUNIL DHAGE**

CHAIRMAN & MANAGING DIRECTOR  
DIRECTOR  
DIRECTOR  
COMPANY SECRETARY

# PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST MARCH, 2009

PARTICULARS	SCHEDULE	2009		2008
		Rs.	Rs.	Rs.
<b>INCOME</b>				
Revenue from Operations		831,753,876		471,630,415
Other Income	H	20,104,284		3,650,755
<b>Total</b>			<b>851,858,160</b>	<b>475,281,170</b>
<b>EXPENDITURE</b>				
Personnel Costs	I	280,863,361		138,717,230
Operating and Other Costs	J	219,594,815		157,969,103
Finance Costs	K	6,226,142		4,637,003
Depreciation / Amortisation		21,965,850		21,971,229
<b>Total</b>			<b>528,650,168</b>	<b>323,294,565</b>
<b>Operating Profit / (Loss) Before Tax</b>			<b>323,207,992</b>	<b>151,986,605</b>
Less : Exceptional Items (refer Schedule E)			15,000,000	-
<b>Profit / (Loss) Before Tax</b>			<b>308,207,992</b>	<b>151,986,605</b>
Current Tax			8,500,000	5,100,000
Fringe Benefit Tax			1,780,110	1,269,400
Deferred Tax Credit			(13,972,169)	-
Wealth Tax			28,000	-
Tax Provision for earlier years			-	30,000
<b>Profit / (Loss) After Tax</b>			<b>311,872,051</b>	<b>145,587,205</b>
<b>Balance brought forward from earlier years</b>			<b>197,403,097</b>	<b>100,735,989</b>
<b>Balance available for appropriation</b>			<b>509,275,148</b>	<b>246,323,194</b>
<b>APPROPRIATIONS :</b>				
Transfer to General Reserve			30,000,000	14,000,000
Towards Proposed Dividend			29,847,512	29,847,512
Towards Provision for tax on Proposed Dividend			5,072,585	5,072,585
<b>Balance carried to Balance Sheet</b>			<b>444,355,051</b>	<b>197,403,097</b>
			<b>509,275,148</b>	<b>246,323,194</b>
Earning per Share (Equity Share, par value Rs. 10 each)				
Basic			22.14	12.58
Number of shares used in computing earnings per share			14,085,290	11,568,756
Diluted			22.14	10.49
Number of shares used in computing earnings per share			14,085,290	13,878,756
<b>Notes forming part of the Accounts</b>	L			

The schedules referred to above form an integral part of the Profit & Loss Account

As per our report of even date attached  
For **CONTRACTOR, NAYAK & KISHNADWALA**  
**CHARTERED ACCOUNTANTS**

**SAROJ MANIAR**  
PARTNER  
Membership No. 40803  
10<sup>th</sup> August, 2009  
MUMBAI

For and on behalf of the Board Of Directors

**SAJID MALIK**  
**HEMANT MAJETHIA**  
**GANAPATHY VISHWANATHAN**  
**SUNIL DHAGE**

CHAIRMAN & MANAGING DIRECTOR  
DIRECTOR  
DIRECTOR  
COMPANY SECRETARY

# GENESYS INTERNATIONAL CORPORATION LIMITED

## SCHEDULES

ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

PARTICULARS	2009 Rs.	2008 Rs.
<b>Schedule A</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
15,000,000 Equity Shares of Rs 10/- each (Previous Year 15,000,000 Equity Shares of Rs. 10/- each)	150,000,000	150,000,000
	<u>150,000,000</u>	<u>150,000,000</u>
<b>ISSUED, SUBSCRIBED &amp; PAID-UP</b>		
14,923,756 (Previous Year 11,568,756) Equity Shares of Rs. 10/- Each fully paid up (Out of the above 9,363,756 Equity Shares of Rs. 10/- each were allotted as fully paid up to the shareholders of the erstwhile 'Genesys International Corporation Limited' pursuant to the Scheme of Amalgamation approved by the High Court, Mumbai on 6th December, 1999 and 3,355,000 Equity Shares issued during the year on preferential basis to equity share warrants holders upon conversion of Equity Share Warrants into Equity Shares.)	149,237,560	115,687,560
<b>Total</b>	<u>149,237,560</u>	<u>115,687,560</u>
<b>Schedule A-1</b>		
<b>SHARE WARRANTS</b>		
Nil Equity Share Warrants (Previous Year 3,355,000)	-	6,374,500
<b>Total</b>	<u>-</u>	<u>6,374,500</u>
<b>Schedule B</b>		
<b>RESERVES &amp; SURPLUS</b>		
<b>CAPITAL RESERVE</b>	3,505,500	3,505,500
<b>SECURITIES PREMIUM</b>		
As per last Balance Sheet	5,175,000	5,175,000
Received during the year upon conversion of Equity Share Warrants	30,195,000	-
	<u>35,370,000</u>	<u>5,175,000</u>
<b>GENERAL RESERVE</b>		
As per last Balance Sheet	50,000,000	36,000,000
Transferred from Profit & Loss Account	30,000,000	14,000,000
	<u>80,000,000</u>	<u>50,000,000</u>
<b>PROFIT &amp; LOSS ACCOUNT</b>	444,355,051	197,403,097
<b>Total</b>	<u>563,230,551</u>	<u>256,083,597</u>
<b>Schedule C</b>		
<b>SECURED LOANS</b>		
From Scheduled Banks		
- Towards Packing Credit	46	33,859,650
- Towards Car Loan (Amount repayable within 1 year is Rs. 188,520 Previous Year Rs. 387,876)	188,520	539,082
- Towards Term Loan	-	13,985,082
From Others		
- Towards Hire Purchase Loan (Amount repayable within 1 year is Rs. 960,011 Previous Year Rs. 984,261)	960,011	1,836,756
<b>Total</b>	<u>1,148,577</u>	<u>50,220,570</u>

# SCHEDULES

ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

## Schedule D

### FIXED ASSETS

(Amount in Rs.)

Particulars	Gross Block				Depreciation / Amortisation				Net Block	
	As at 1.04.08	Additions during the year	Sale during the year	As at 31.03.09	Up to 1.04.08	For the year	On Deductions during the year	Up to 31.03.09	As at 31.03.09	As at 31.03.08
<b>Tangible Assets</b>										
Computer Hardware	111,842,462	3,205,222	-	115,047,684	89,008,192	9,238,592	-	98,246,784	16,800,900	22,834,270
Furniture & Fixtures	23,428,661	198,274	-	23,626,935	10,581,322	1,522,578	-	12,103,900	11,523,035	12,847,339
Office Equipments	6,997,489	1,105,714	-	8,103,203	1,575,811	426,996	-	2,002,807	6,100,396	5,421,678
Vehicles	3,389,852	2,188,535	-	5,578,387	1,137,741	345,818	-	1,483,559	4,094,828	2,252,111
<b>Intangible Assets</b>										
Computer Software	60,861,789	7,920,349	-	68,782,138	53,847,962	4,806,866	-	58,654,828	10,127,310	7,013,827
GIS Database	15,000,000	-	-	15,000,000	9,375,000	5,625,000	-	15,000,000	-	5,625,000
<b>Total</b>	<b>221,520,253</b>	<b>14,618,094</b>	<b>-</b>	<b>236,138,347</b>	<b>165,526,028</b>	<b>21,965,850</b>	<b>-</b>	<b>187,491,878</b>	<b>48,646,469</b>	<b>55,994,225</b>
Previous Year	181,924,217	39,766,945	170,908	221,520,254	143,598,830	21,971,229	44,032	165,526,028	55,994,226	38,325,387

# GENESYS INTERNATIONAL CORPORATION LIMITED

## SCHEDULES

ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

PARTICULARS	2009 Rs.	2008 Rs.
<b>Schedule E</b>		
<b>INVESTMENTS (AT COST)</b>		
(i) Long Term Investments, fully paid up		
Trade Investments - Unquoted		
Investment in Wholly Owned Subsidiary Companies - 50,000 Ordinary Shares of Rs. 10/- each (Previous Year : 50,000); in Genesys Worldeye Limited (formerly ladya Systech Ltd.)	500,000	500,000
781,400 Ordinary Shares (Previous Year : 11,800); £ 1 par value, in Genesys International (UK) Ltd.	61,024,987	964,120
Other Investments		
2,162,000 Shares (Previous Year : 2,162,000); \$.01 par value, of Image Intelligence, Inc., USA.	69,618,068	69,618,068
(ii) Current Investments		
Non Trade Investments - Unquoted		
Investments in units of Mutual Fund (refer note no. 8 Schedule "L")	169,486,305	-
	<u>300,629,360</u>	<u>71,082,188</u>
Less - Provision for diminution in value of long term investments in Image Intelligence, Inc., USA	15,000,000	-
<b>Total</b>	<b><u>285,629,360</u></b>	<b><u>71,082,188</u></b>
<b>Schedule F</b>		
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>		
<b>(a) CURRENT ASSETS</b>		
(1) Unbilled Revenues	2,055,361	6,471,629
(2) Sundry Debtors (Unsecured)		
Due for more than six months		
Considered good	31,580,694	41,132,549
Considered doubtful	49,614,648	9,666,310
	<u>81,195,342</u>	<u>50,798,859</u>
Less : Provision for Doubtful Debts	49,614,648	9,666,310
	<u>31,580,694</u>	<u>41,132,549</u>
Others - Considered good	94,147,583	130,746,944
	<u>125,728,277</u>	<u>171,879,493</u>
(3) Cash & Bank Balances		
(i) Cash in Hand	2,242,940	367,308
(ii) Balances with Scheduled Banks		
In Current Accounts	163,291,768	71,602,604
In Fixed Deposits Accounts	71,930,210	10,212,410
	<u>237,464,918</u>	<u>82,182,322</u>
(iii) Balances with Foreign Banks		
In Current Account with US Bank, USA	227,366	223,066
(Maximum amount outstanding during the year Rs 4,881,643 Previous Year Rs. 653,653)	<u>237,692,284</u>	<u>82,405,388</u>
(4) Other Current Assets (Unsecured-Considered good)		
Interest Accrued but not due	2,890,141	108,532
<b>Total</b>	<b><u>368,366,063</u></b>	<b><u>260,865,042</u></b>

# SCHEDULES

ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009

PARTICULARS	2009 Rs.	2008 Rs.
<b>(b) Loans &amp; Advances</b>		
(Unsecured - Considered good)		
(i) Advances recoverable in cash or in kind or for the value to be received	21,032,833	9,298,757
(ii) Loan to other body corporate	65,990,137	36,350,342
(iii) Loan to subsidiary company	73,844,686	37,429,200
(iv) Prepaid Expenses	4,594,834	4,486,370
(v) Advance Taxes and Tax Deducted at Source (net of tax provision)	16,804,524	(3,769,669)
(vi) Facilities Deposits	51,355,000	51,355,000
(vii) Other Deposits	3,546,070	3,112,250
<b>Total</b>	<b>237,168,084</b>	<b>138,262,250</b>
<b>Schedule G</b>		
<b>Current Liabilities &amp; Provisions</b>		
<b>(a) Current Liabilities</b>		
Sundry Creditors (refer note no. 19 Schedule "L" for dues to Micro, Small and Medium Enterprises)	34,142,193	47,574,194
Advance from customers	72,030,000	-
Unclaimed Dividend	305,538	310,215
Unearned Revenue	61,604,105	-
Other Liabilities	4,042,137	4,413,178
<b>Total</b>	<b>172,123,973</b>	<b>52,297,587</b>
<b>(b) Provisions</b>		
Provision for Employee Benefits	58,121,387	12,256,216
Proposed Dividend	29,847,512	29,847,512
Provision for Tax on Proposed Dividend	5,072,585	5,072,585
<b>Total</b>	<b>93,041,484</b>	<b>47,176,313</b>

# GENESYS INTERNATIONAL CORPORATION LIMITED

## SCHEDULES

ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

PARTICULARS	2009 Rs.	2008 Rs.
<b>Schedule H</b>		
<b>OTHER INCOME</b>		
Interest received (Tax Deducted at Source Rs. 1,269,314 previous year Rs. 472,147)	7,496,855	2,354,964
Dividend from mutual fund investments (Current, Non Trade)	10,267,750	65,844
Profit on sale of units of mutual funds (Net)	2,339,679	917,164
Miscellaneous Income	-	312,783
<b>Total</b>	<b>20,104,284</b>	<b>3,650,755</b>
<b>Schedule I</b>		
<b>PERSONNEL COSTS</b>		
Salaries , Allowances & Bonus	264,645,436	128,672,436
Staff Welfare	5,257,698	3,582,246
Contribution to Provident Fund & other funds	10,960,227	6,462,548
<b>Total</b>	<b>280,863,361</b>	<b>138,717,230</b>
<b>Schedule J</b>		
<b>OPERATING AND OTHER COSTS</b>		
Conveyance & Travelling	14,611,994	12,992,602
Legal & Professional Fees	20,936,705	11,796,540
Loss on sale of Fixed Assets	-	91,877
Communication Expenses	5,465,201	5,646,309
Electricity and Water Charges	10,566,095	8,425,800
Repairs & Maintenance to Others	3,007,891	4,850,260
Project Expenses	90,548,523	74,944,981
Miscellaneous expenses	28,811,647	26,229,210
Rent	5,073,421	4,495,319
Remuneration to Auditors		
- Statutory Audit	350,000	350,000
- Tax Audit	50,000	50,000
- Other Services	225,000	200,000
Provision for Doubtful Debts	39,948,338	7,896,205
<b>Total</b>	<b>219,594,815</b>	<b>157,969,103</b>
<b>Schedule K</b>		
<b>FINANCE COSTS</b>		
Bank Charges	2,511,429	1,615,363
Interest to Banks		
- On Fixed Loans	2,153,629	485,624
- On Other Loans	1,561,084	2,536,016
<b>Total</b>	<b>6,226,142</b>	<b>4,637,003</b>



# SCHEDULES

## Schedule L - NOTES TO THE ACCOUNTS

### 1. Company's Background

Genesys International Corporation Ltd. is engaged in providing Geographical Information Services comprising of Photogrammetry, Remote Sensing, Cartography, Data Conversion and other Computer based related services.

### 2. Significant Accounting Policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP) in India and comply with the Accounting Standards ("AS") prescribed in the Companies (Accounting Standards) Rules, 2006 and with the relevant provisions of the Companies Act, 1956, to the extent applicable.

#### 2.2 Use of estimates

Preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect reported balance of assets, liabilities, revenues and expense and disclosures relating to contingent liabilities as of the date of financials. Examples of such estimates include estimate of useful life of assets, provision for doubtful debts, income taxes, provision for unbilled revenue, etc. Actual results may differ from these estimates. Any revisions to accounting estimates are recognized prospectively in current and future periods.

#### 2.3 Revenue recognition

Revenues are recognized on accrual basis. Revenue from operations is accounted for on

the basis of services rendered and billed to / accepted by clients. Revenue recognized over and above the billing on a customer is classified as unbilled revenue and is recognized at cost while excess of billing over revenue recognized is classified as unearned revenue. Interest income is recognized on accrual basis. Dividend income is recognized as and when right to receive payment is established.

#### 2.4 Fixed Assets

Fixed Assets are stated at cost of acquisition including directly attributable costs for bringing the asset into use, less accumulated depreciation. Advances paid towards the acquisition of fixed assets are disclosed under the head Capital Work-in-progress.

#### 2.5 Intangible Assets

Direct expenditure incurred for internally developing Assets from which future economic benefits are expected to flow over a period of time is being treated as Intangible asset as per the Accounting Standard on Intangible Assets (AS – 26) issued by the Institute of Chartered Accountants of India.

#### 2.6 Depreciation / Amortization

##### 2.6.1 Tangible Assets

Depreciation is provided using the straight line method, at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956 except on computer hardware on which depreciation has been provided based on the useful lives as estimated by the management being 3 to 5 years.

##### 2.6.2 Intangible Assets

Depreciation is provided on computer software using the straight line method

## SCHEDULES

based on the useful lives as estimated by the management being 3 to 5 years. GIS database was hitherto amortized over a period of 8 years commencing from the year the asset is available for use. During the year the management has revised the estimated useful life to 6 years resulting in amortizing the balance value of the assets during the year.

Depreciation/Amortization is charged on a pro-rata basis for assets purchased /sold during the year with reference to date of installation/disposal. Assets costing individually Rs. 5,000/- or less are fully depreciated in the year of purchase.

### **2.7 Borrowing Costs**

Borrowing costs directly attributable to the acquisition of the fixed assets are capitalized for the period until the asset is ready for its intended use.

Other borrowing costs are recognized as expense in the period in which they are incurred.

### **2.8 Impairment of assets**

The carrying amounts of the Company's assets including intangible assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, the assets recoverable amount is estimated, as the higher of the net selling price and the value in use. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating units exceeds its recoverable amount. If at the Balance Sheet date, there is an indication that a previously assessed impairment loss no longer

exists, the recoverable amount is reassessed and the asset is reinstated at the recoverable amount subject to a maximum of depreciable historical cost.

### **2.9 Investments**

Investments are classified as current or long term in accordance with Accounting Standard (AS) -13 on "Accounting for Investments". Current investments are stated at lower of cost and fair value. Any reduction in the carrying amount and any reversal of such reductions are charged or credited to the Profit & Loss account. Long Term Investments are stated at cost. Provision is made to recognize a decline, other than temporary, in the value of such investments.

### **2.10 Leases**

#### **2.10.1 Finance Lease**

Assets taken on finance lease are accounted for as fixed assets in accordance with Accounting Standard 19 on leases, (AS 19) issued by The Institute of Chartered Accountants of India.

#### **2.10.2 Operating Lease**

Assets taken on lease under which all the risk and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating lease are recognized as expenses on accrual basis in accordance with the respective lease agreement.

### **2.11 Foreign Currency Transactions**

Transactions denominated in foreign currency are recorded at exchange rates prevailing on the date of the respective transaction.

## SCHEDULES

Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Profit and Loss Account of the year. Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the year end closing exchange rate and the resultant exchange differences are recognized in the Profit and Loss Account.

The premium or discount arising at the inception of the forward exchange contracts related to underlying receivables and payables are amortized as an expense or income recognized over the period of the contracts. Gains or losses on renewal or cancellation of foreign exchange forward contracts are recognized as income or expense for the period.

Investments in overseas Subsidiary / other entities are recognized at the relevant exchange rates prevailing on the date of Investments.

All transactions of the foreign branch during the year are included in the accounts at the rate of exchange prevailing at the end of the month in which the transaction took place. Net Gain / Loss in foreign currency transactions are recognized in the Profit & Loss Account. Monetary assets and liabilities are translated at the rates prevailing on the balance sheet date.

### 2.12 Employee Benefits :

- (a) Short-term employee benefits – Employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and are recognized in the period in which the employee renders the related service.
- (b) Post employment benefits (defined

benefit plans) – The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on an actuarial valuation using the projected unit credit method. Actuarial gains and losses are recognized immediately in the Profit and Loss account.

- (c) Post employment benefits (defined contribution plans) – Contributions to the provident fund is defined contribution scheme and is recognized as an expense in the Profit and Loss account in the period in which the contribution is due.
- (d) Long-term employee benefits – Long-term employee benefits comprise of compensated absences and other employee incentives. These are measured based on an actuarial valuation carried out by an independent actuary at each Balance Sheet date unless they are insignificant. Actuarial gains and losses and past service costs are recognized immediately in the Profit and Loss account.

### 2.13 Taxation

#### 2.13.1 Current Tax

The provision for current tax is made on the basis of tax liability computed after considering the admissible deductions and exemptions under the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) credit asset is recognized in the Balance Sheet where it is likely that it will be adjusted against the discharge of the tax liability

## SCHEDULES

in future under the Income Tax Act, 1961.

### 2.13.2 Deferred Tax

Deferred tax asset or liability is recognized for reversible timing differences between the profit as per financial statements and the profit offered for income taxes, based on tax rates that have been enacted or substantively enacted at the Balance Sheet date. Deferred tax asset or liability is recognized only for those timing differences that originate during the tax holiday period but reverse after the tax holiday period.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred Tax assets and liabilities are reviewed at each balance sheet date.

### 2.13.3 Fringe Benefit Tax

Provision for Fringe Benefit Tax (FBT) is made on the basis of expenses incurred on employees / other expenses as prescribed under the Income Tax Act, 1961.

### 2.14 Earning per Share (EPS)

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

Dilutive potential equity shares are deemed to be converted at the beginning of the year,

unless they have been issued at a later date. The number of shares used for computing the diluted EPS is the weighted average number of shares outstanding during the year after considering the dilutive potential equity shares.

### 2.15 Provisions and Contingencies

Provisions are recognized when the Company has a present obligation as a result of a past event, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made.

Contingent liabilities are not provided for and are disclosed by way of notes to accounts, where there is an obligation that may, but probably will not, require outflow of resources.

Where there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are neither recognized nor disclosed in the financial statements.

### 3. Share Capital

During the year under review, the paid up Equity Share Capital of the Company has increased to 14,923,756 Equity Shares of Rs. 10 each aggregating to Rs. 149,237,560.

During the year, the Company has issued 3,355,000 Equity Shares of Rs. 10 each at a price of Rs. 19 per Equity Share to the holders of convertible equity share warrants upon exercising their option to convert warrants into Equity Shares on preferential basis.

## SCHEDULES

Accordingly, during the year the company has received balance amount of Rs. 57,370,500 @ Rs. 17.10 per equity share warrant upon allotment. The company

has utilized the amount received through allotment of equity shares to meet its capital expenditure and working capital requirements.

#### 4. Contingent Liabilities

Particulars	As at March 31, 2009 Rs.	As at March 31, 2008 Rs.
<b>Contingent Liabilities :</b>		
Outstanding Guarantees*	7,079,000	6,739,270
<b>Estimated amount of claims against the company not acknowledged as debts in respect of :</b>		
Disputed demand for Income Taxes	26,179,658	Nil

\* The guarantees are secured by Fixed Deposits worth Rs. 5,632,369 (Previous year Rs. 2,580,872).

5. The Company has obtained Post Shipment Line of Credit and Term Loan from State Bank of India. The amount, which is due for repayment within 1 year from the date of Balance Sheet towards Post Shipment Line of Credit is Rs. 46 (Previous Year Rs. 33,859,650) and Term Loan is Rs. Nil/- (Previous Year Rs. 6,666,672).

Post Shipment Line of Credit facility is Secured by Hypothecation of entire current assets and Export Bills and further secured by

- Hypothecation of all existing and future movable and immovable equipments, Fixtures and all other assets owned by the company.
- Lien on Short Term Deposit Receipt of Rs. 8,119,415 (Previous year Rs. 7,533,426)
- Personal guarantees of Whole-time director, Managing Director and Executive Director of the company.
- Pledge of Promoter Shares having a Market Value of Rs. 22,009,288 (Previous year Rs. 13,107,317) as on 31<sup>st</sup> March, 2009.

During the year the Company has repaid entire amount of Term Loan availed from State Bank of India.

#### 6. Leases

- a) Finance Lease : The Company has taken a Car and Computer Software & Hardware under finance lease. Lease rentals payable in respect of these leases are as follows:

Period	As at March 31, 2009 Rs.	As at March 31, 2008 Rs.
Not later than 1 year	1,197,065	1,372,137
Later than 1 year but not later than 5 years	NIL	1,197,065

# GENESYS INTERNATIONAL CORPORATION LIMITED

## SCHEDULES

- b) Operating Lease : The Company has operating lease arrangements in respect of computers. The aggregate of lease rentals payable on these lease arrangements are charged as computer hiring charges under Operating and other costs in schedule J.

The Company has placed a refundable deposit of Rs. 277,854/- (Previous year Rs. 277,854/-) in respect of these leasing arrangements. Future lease rentals payable in respect these lease are as follows:

Period	As at March 31, 2009 Rs.	As at March 31, 2008 Rs.
Not later than 1 year	4,161,871	6,801,981
Later than 1 year but not later than 5 years	NIL	4,161,871

### 7. Particulars of Managerial Remuneration :

Particulars	As at March 31, 2009 Rs.	As at March 31, 2008 Rs.
Salary and allowances	10,695,000	9,962,718
Commission to Non-executive director	2,400,000	1,400,000
<b>Total</b>	<b>13,095,000</b>	<b>11,362,718</b>

Computation of Net Profit in accordance with section 349 of the Companies Act, 1956 and calculation of commission payable to Non-Executive Director :

Particulars	As at March 31, 2009 Rs.	As at March 31, 2008 Rs.
Profit after Tax	311,872,051	145,587,205
Add :		
Managerial Remuneration	13,095,000	11,362,718
Provision for Doubtful Debts	39,948,338	7,896,205
Loss on sale of Fixed Assets	-	91,877
Exceptional Items (Provision for diminution in value of investments)	15,000,000	-
Provision for Taxation (net of Deferred Tax Benefit)	(3,664,059)	6,399,400
<b>Total</b>	<b>376,251,330</b>	<b>171,337,405</b>
Less :		
Gain from Mutual Fund Investment	2,339,679	917,164
<b>Net Profit in accordance with section 349 of the Companies Act, 1956</b>	<b>373,911,651</b>	<b>170,420,241</b>
Maximum Commission payable @ 1% of the net profit	3,739,117	1,704,202
<b>Commission Payable to Non-Executive Director restricted to</b>	<b>2,400,000</b>	<b>1,400,000</b>

## SCHEDULES

### 8. Details of mutual fund investments purchased and sold during the year:

Name of the Mutual Fund	FY 2008-09					
	Purchase*		Sales		Closing Balance	
	No. of Units	Value in Rs.	No. of Units	Value in Rs.	No. of Units	Value in Rs.
HDFC Liquid Fund- Growth Plan	643,484	10,400,000	643,484	11,120,436	-	-
HDFC Liquid Fund- Daily Dividend	4,799,017	48,941,337	4,799,017	48,941,336	-	-
HDFC Cash Management Fund- Daily Dividend	5,554,839	59,083,495	-	-	5,554,839	59,083,494
Fidelity Cash Fund - Daily Dividend	5,166,728	51,678,157	5,166,728	51,680,197	-	-
UTI Mutual Fund - Dividend Plan	5,112,384	51,123,839	5,112,384	51,123,840	-	-
UTI Liquid Plus Mutual Fund – Daily Div.	6,770	6,945,075	6,770	6,945,223	-	-
UTI Liquid Plus Mutual Fund - Institution Plan	52,329	52,340,457	16,995	17,000,000	35,334	35,341,796
UTI Money Market Fund - Daily Div.	2,591,382	47,178,690	274,300	5,000,000	2,317,082	42,187,523
UTI Liquid Cash Plan - Regular Div.	28,820	30,155,454	-	-	28,820	30,155,462
DSP ML Fund	50,472	50,477,110	50,472	50,477,110	-	-
LIC Liquid Plus Growth Plan	4,604,691	50,530,500	4,604,691	51,211,534	-	-
SBI Premier Liquid Fund - Growth	6,263,305	81,500,000	6,263,305	82,425,840	-	-
SBI Premier Liquid Fund - SI Daily Div.	29,331,267	294,265,939	29,254,922	293,500,000	76,346	765,939
SBI Ultra Short Term Fund	8,331,322	83,354,875	8,205,897	82,100,000	125,425	1,254,876
SBI Magnum Insta Cash Fund	11,504,105	192,697,214	11,462,481	192,000,000	41,624	697,215
<b>Total</b>	<b>84,040,917</b>	<b>1,110,672,142</b>	<b>75,861,446</b>	<b>943,525,516</b>	<b>8,179,470</b>	<b>169,486,305</b>

Op. Balance in respect of all mutual fund schemes was NIL.

\*Purchase value includes amount of dividend reinvested during the year.

## SCHEDULES

9. **Employee Benefits** : The disclosure in accordance with the requirements of Accounting Standard -15 (Revised 2005) Employee Benefits are provided below -

(a) Defined Contribution Plans –

In respect of the defined contribution plans, an amount of Rs. 7,949,062 (Previous Year Rs. 4,617,065) has been recognized in the Profit & Loss account for the year towards PF Contribution.

(b) Defined Benefit Plans –

(i) The liability in respect of gratuity and leave encashment is determined as per actuarial valuation carried out as at Balance Sheet date. The present value of the obligation under such plan is determined using the projected unit credit method. Actuarial gains and losses are recognized in the Profit & Loss account for the period in which they occur.

(ii) Principal actuarial assumptions :

Particulars	FY 2008-09		FY 2007-08	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Discount Rate	6.5% p.a.	6.5% p.a.	8% p.a.	8% p.a.
Salary Escalation	12% p.a.	12% p.a.	8% p.a.	8% p.a.

(iii) Reconciliation of Benefit Obligation :

Particulars	FY 2008-09		FY 2007-08	
	Gratuity Rs.	Leave Encashment Rs.	Gratuity Rs.	Leave Encashment Rs.
Liability at the beginning of the year	8,646,310	3,609,906	2,644,070	3,778,346
Interest Cost	562,010	433,188	211,526	302,268
Current Service Cost	27,573,947	7,540,738	1,527,979	671,072
Benefit Paid	740,886	542,968	889,493	886,156
Actuarial (Gain)/ Loss on Obligations	2,154,904	8,884,238	5,152,228	(255,624)
Amount recognized and disclosed under the head "Provision for Employees Benefits"	38,196,285	19,925,102	8,646,310	3,609,906



## SCHEDULES

(iv) Expenses recognized in the Profit & Loss Account under the head Personnel Expenses :

Particulars	FY 2008-09		FY 2007-08	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Rs.	Rs.	Rs.	Rs.
Current Service Cost	27,573,947	7,540,738	1,527,979	671,072
Interest Cost	562,010	433,188	211,526	302,268
Net Actuarial (Gain)/ Loss recognized	2,154,904	8,884,238	5,152,228	(255,624)
Expenses recognized in Profit and Loss account	30,290,861	16,858,164	6,891,733	717,716

(v) Details of provision for employee benefits recognized in the Balance Sheet :

Particulars	FY 2008-09		FY 2007-08	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Rs.	Rs.	Rs.	Rs.
Liability at the end of the year	38,196,285	19,925,102	8,646,310	3,609,906
Fair Value of Plan assets at the end of the year	-	-	-	-
Difference	38,196,285	19,925,102	8,646,310	3,609,906
Amount shown in Balance Sheet	38,196,285	19,925,102	8,646,310	3,609,906

10. Related party transactions :

(a) **Parties where control exists :-**

(i) **Wholly owned Subsidiary Companies -**

M/s Genesys International (UK) Limited, UK

M/s Aerial Surveyor Limited, UK

M/s Genesys Worldeye Limited (formerly M/s. ladya Systech Limited), India

(ii) **Associate Enterprises –**

Genesys Enterprises Inc., USA

GI Engineering Solutions Ltd., India

GeODC Limited, UK (50% joint venture through Genesys International (UK) Limited  
w.e.f. 28<sup>th</sup> October, 2008)

(b) **Key Management Personnel**

Name of Personnel	Designation
Mr. Sajid Malik	Chairman & Managing Director
Mrs. Saroja Malik	Whole-time Director
Mr. Sohail Malik	Executive Director
Col. J. Jacob	President – Photogrammetry & GIS

(c) **Principal Shareholder**

M/s Kilam Holdings Ltd., Mauritius

# GENESYS INTERNATIONAL CORPORATION LIMITED

## SCHEDULES

Details of Transactions with related parties are as follows:

<b>Particulars</b>	<b>Year ended 31st March 2009 Rs.</b>	<b>Year ended 31st March 2008 Rs.</b>
<b>Transactions during the year :</b>		
<b>Sales</b>		
GeODC Limited	9,411,873	-
<b>Advance Given to Subsidiary</b>		
Genesys Worldeye Limited	198,915,486	37,429,200
<b>Advance Received back from Subsidiary</b>		
Genesys Worldeye Limited	162,500,000	-
<b>Advance Given to Associate Enterprise</b>		
GI Engineering Solutions Limited	8,094,015	6,157,862
GeODC Limited	294,076	-
Total	8,388,091	6,157,862
<b>Closing Balances :</b>		
<b>Amount recoverable from Subsidiary</b>		
Aerial Surveyor Ltd.	3,334,825	3,334,825
Genesys Worldeye Limited	73,844,686	37,429,200
Total	77,179,511	40,764,025
<b>Amount recoverable from Associate Enterprise</b>		
Genesys Enterprises Inc., USA	3,709,391	2,901,151
GI Engineering Solutions Limited	14,251,877	6,157,862
GeODC Limited, UK	25,782,565	-
Total	43,743,833	9,059,013
<b>Amount payable to Associate Enterprise</b>		
Genesys Enterprises Inc., USA	232,452	1,232,484
<b>Equity Contribution in Subsidiary</b>		
Genesys Worldeye Limited	-	500,000
Genesys International (UK) Ltd.	60,060,867	-
Total	60,060,867	500,000
<b>Remuneration to Key Managerial Personnel :</b>		
Mr. Sajid Malik	4,860,000	4,747,025
Mr. Sohel Malik	4,860,000	4,240,693
Mrs. Saroja Malik	975,000	975,000
Col. J. Jacob	3,500,000	2,400,000
Total	14,195,000	12,362,718

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11. In accordance with the Accounting Standard – 22 (AS – 22) “Accounting for Taxes on Income” issued by the Institute of Chartered Accountants of India which became mandatory from 1st April 2001, the Company has considered the effect of timing differences and accordingly accounted for Deferred Tax.

The Company’s operations are entitled to a tax holiday under Section 10 A. Deferred Tax Assets and Liabilities as at the balance sheet date resulting from timing differences between book profit and tax profit are not considered to the extent they are expected to get reversed within the tax holiday period. The break-up of net deferred tax assets/(liability) is as under -

Particulars	As at 31st March 2009 Rs.	As at 31st March 2008 Rs.
<b>Deferred Tax Assets</b>		
Provision for Employee Benefits	19,755,459	4,165,888
Provision for Doubtful Debts	-	3,285,579
	<b>19,755,459</b>	<b>7,451,467</b>
<b>Deferred Tax Liability</b>		
Fixed Assets (Depreciation/Amortization)	5,783,290	6,057,839
<b>Net Deferred Tax (Liability)/Assets</b>	<b>13,972,169</b>	<b>1,393,628</b>

Net Deferred Tax credit of Rs. 13,972,169 for the current year has been recognized in the Profit & Loss account (Previous year Rs. Nil).

### 12. Earnings per share:

Reconciliation of basic and diluted shares used in computing earnings per share

Sr. No.	Particulars	As at March 31, 2009	As at March 31, 2008
1.	Number of Equity Shares	14,923,756	11,568,756
2.	Number of Equity Shares after potential dilution	14,923,756	13,878,756
3.	Weighted average number of Equity Shares outstanding during the year	14,085,290	11,568,756
4.	Net Profit after tax	Rs. 311,872,051	Rs. 145,587,205
5.	Basic EPS	Rs. 22.14	Rs. 12.58
6.	Diluted EPS	Rs. 22.14	Rs. 10.49
7.	Nominal Value of shares	Rs. 10/-	Rs. 10

# GENESYS INTERNATIONAL CORPORATION LIMITED

## SCHEDULES

13. (a) The Company operates only in single Primary Segment i.e. GIS based services for the purpose of AS – 17 Segmental reporting.

(b) The disclosure requirement for Secondary Segment as per the Accounting Standard 17 is as under:

### SECONDARY SEGMENT (Geographical Segment based on Sales Continent wise)-

Segment Revenue	As at 31st March 2009 Rs.	As at 31st March 2008 Rs.
North America	700,423,231	353,948,428
Europe	103,687,924	104,651,640
Middle East	30,941	15,697
Austral Asia	18,790,055	13,181,393
Asia	8,821,725	(166,743)
<b>Total Revenue from Operations</b>	<b>831,753,876</b>	<b>471,630,415</b>

### 14. Earnings in Foreign Exchange: (At actual)

	As at 31st March 2009 Rs.	As at 31st March 2008 Rs.
Revenue from Operations (including advances received from customers)	957,711,118	359,660,990

### 15. Expenditure Incurred in Foreign Currency: (At actual)

	As at 31st March 2009 Rs.	As at 31st March 2008 Rs.
a) Salary	9,601,898	4,237,000
b) Traveling Expenses	8,201,754	5,719,476
c) Other Expenses	44,563,541	31,938,474

## SCHEDULES

### 16. Value of Imports (CIF basis):

	<b>As at 31st March 2009 Rs.</b>	As at 31st March 2008 Rs.
Capital Goods	<b>2,232,194</b>	24,059,816
Software Packages	<b>2,043,604</b>	54,75,169

### 17. Dividend remitted in Foreign Currency :

	<b>As at 31st March 2009 Rs.</b>	As at 31st March 2008 Rs.
Number of shareholders	<b>2</b>	-
Number of shares held	<b>3,359,244</b>	-
Year to which dividend relates	<b>FY 2007-08</b>	-
Amount remitted	<b>Rs. 6,718,488</b>	-

### 18. Exchange Differences

During the year, realized and unrealized exchange gain amounting to Rs. 2,920,872/- (Previous Year exchange loss of Rs. 2,524,327/-) is included in the financial statements. The company has provided mark to market loss of Rs. 3,253,125 on forward exchange contract of USD 1.5mn entered into for hedging its receivables as on 31<sup>st</sup> March, 2009.

19. The Company has not received any intimation from suppliers regarding their status under the Micro, Small & Medium Enterprises Development Act, 2006 (said Act) and to the best of the company's knowledge and belief sundry creditors as at the year end do not include outstanding dues to parties or entities covered by the said Act.
20. The Balance Sheet of the foreign subsidiary companies and joint venture company reflects diminution in the net worth. However the Company continues to value the investments at cost. In the opinion of the management, provision for diminution is not required in view of the long term nature of investments and future business plans of the foreign subsidiaries and joint venture company.

## SCHEDULES

21. The Company holds investments in Image Intelligence Inc. and net worth of the investee company has substantially eroded as on 31<sup>st</sup> December, 2008. Considering the assets both tangible & intangible belonging to the investee company and future business prospects, the management has decided to provide for Rs. 15,000,000 towards diminution in the value of investments being of permanent nature.
22. The Company is engaged in the business of rendering computer-based services. The development and sale of such services cannot be expressed in any generic unit. Hence, it is not possible to give the quantitative details of sales and certain information as required under paragraphs 3, 4C and 4D of part II of Schedule VI to the Companies Act, 1956.
23. Figures for previous year have been re-grouped/re-classified wherever necessary to conform to current year's presentation.

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As per our report of even date attached

For **CONTRACTOR, NAYAK & KISHNADWALA**  
**CHARTERED ACCOUNTANTS**

**SAROJ MANIAR**  
PARTNER  
Membership No. 40803  
10<sup>th</sup> August, 2009  
MUMBAI

For and on behalf of the Board Of Directors

**SAJID MALIK**  
**HEMANT MAJETHIA**  
**GANAPATHY VISHWANATHAN**  
**SUNIL DHAGE**

CHAIRMAN & MANAGING DIRECTOR  
DIRECTOR  
DIRECTOR  
COMPANY SECRETARY

# CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2009

PARTICULARS	2009		2008	
	Rs.	Rs.	Rs.	Rs.
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>Net Profit after tax and extraordinary items</b>		311,872,051		145,587,205
Adjustments for:				
Depreciation and amortisation	21,965,850		21,971,229	
Interest & Dividend/Gains from securities	(20,104,284)		(3,337,972)	
Loss on Sale of Fixed Asset	-		91,877	
Provision for Fringe Benefit Tax	1,780,110		1,269,400	
Provision for Current Tax	8,500,000		5,100,000	
Deferred Tax Credit	(13,972,169)		-	
Provision for Wealth Tax	28,000		-	
Tax Provision for Earlier Years	-		30,000	
Provision for Doubtful Debts	39,948,338		7,896,205	
Provision for Diminution in value of Investments	15,000,000		-	
Interest Paid	3,714,713		3,021,640	
Unrealised Loss	10,732,741		3,206,149	
		67,593,299		39,248,528
<b>Operating Profit before working capital changes</b>		379,465,350		184,835,733
Add/ (Less) : Increase/Decrease in Operating Working Capital				
(Increase)/Decrease in Trade Receivable	9,985,832		(106,020,464)	
(Increase)/Decrease in Work in Progress	4,416,268		(4,771,338)	
(Increase)/Decrease in Other Current Assets	(2,781,609)		(108,532)	
(Increase)/Decrease in Loans and Advances	(12,298,659)		(14,718,772)	
Increase/(Decrease) in Current Liabilities and Provisions	151,287,428		(7,478,724)	
		150,609,260		(133,097,830)
<b>Cash Generated from Operations</b>		530,074,610		51,737,903
Direct Taxes (Paid) - (including TDS) / Refund received		(30,968,193)		(2,249,500)
<b>Net Cash Flow from Operating Activities [A]</b>		499,106,417		49,488,403
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of fixed assets (Including Capital Advances)	(37,981,672)		(38,571,674)	
Proceeds from Sale of Fixed Assets	-		35,000	
Interest & Dividend/Gains from securities	20,104,284		3,337,972	
Advances to Subsidiary Company - Genesys Worldeye Ltd.	(36,415,486)		(37,429,200)	
Loan to other body corporates	(29,639,795)		(36,350,342)	
Investments in Mutual Fund	(169,486,305)		-	
Investments in Subsidiary Company	(60,060,867)		(500,000)	
<b>Net Cash used in Investing Activities [B]</b>		(313,479,841)		(109,478,244)
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Issue of Shares	57,370,500		-	
Net Proceeds / (Repayment) from / of Secured Loans	(49,071,993)		25,110,986	
Interest Paid	(3,714,713)		(3,021,640)	
Dividend & Dividend Tax Paid	(34,923,474)		-	
<b>Net Cash Flow from Financing Activities [C]</b>		(30,339,680)		22,089,346
<b>Net Increase in Cash &amp; Cash Equivalents [A+B+C]</b>		155,286,896		(37,900,495)
<b>Cash &amp; Cash Equivalents (Opening Balance)</b>		82,405,388		120,305,883
<b>Cash &amp; Cash Equivalents (Closing Balance)</b>		237,692,284		82,405,388
Cash & Cash Equivalents comprise :				
Cash in Hand		2,242,940		367,308
Balance with Scheduled Banks		235,449,344		82,038,080
(includes fixed deposits of Rs. 7,19,30,210)				
<b>Cash &amp; Cash Equivalents as at the end of the year</b>		237,692,284		82,405,388

This is the Cash Flow statement referred to our report of even date

For **CONTRACTOR, NAYAK & KISHNADWALA**  
**CHARTERED ACCOUNTANTS**

For and on behalf of the Board Of Directors

**SAROJ MANIAR**  
PARTNER  
Membership No. 40803  
10<sup>th</sup> August, 2009  
MUMBAI

**SAJID MALIK**  
**HEMANT MAJETHIA**  
**GANAPATHY VISHWANATHAN**  
**SUNIL DHAGE**

**CHAIRMAN & MANAGING DIRECTOR**  
**DIRECTOR**  
**DIRECTOR**  
**COMPANY SECRETARY**

# GENESYS INTERNATIONAL CORPORATION LIMITED

## BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

AS PER PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956.

### Registration Details

Registration No. 2 9 1 9 7

Balance Sheet Date 3 1 0 3 2 0 0 9

Date Month Year

State Code

1 1

### Capital raised during the year (Amount in Rs. Thousand)

Public Issue N I L

Rights Issue N I L

Bonus Issue N I L

Private Placement 6 3 7 4 5

### Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousand)

Total Liabilities 7 1 3 6 1 7

Total Assets 7 1 3 6 1 7

### Sources of Funds

Paid-up Capital 1 4 9 2 3 8

Reserves & Surplus 5 6 3 2 3 1

Equity Share Warrant N I L

Secured Loans 1 1 4 8

### Application of Funds

Net Fixed Assets 7 3 6 4 6

Investments 2 8 5 6 2 9

Net Current Assets 3 4 0 3 7 0

Misc. Expenditure N I L

Accumulated Losses N I L

Deferred Tax Liability 1 3 9 7 2

### Performance of Company (Amount in Rs. Thousand)

Turnover 8 5 1 8 5 8

Total Expenditure 5 4 3 6 5 0

Profit / Loss before tax 3 0 8 2 0 8

Profit / Loss after tax 3 1 1 8 7 2

Earning per share in Rs.

Dividend % 2 0

--- Basic 2 2 . 1 4

--- Dilutive 2 2 . 1 4

### Generic Names of three Principal Products / Services of Company (as per monetary terms)

Item Code No (ITC Code) : 8 5 2 4 9 9 0 4 . 9 0

Product Description : C O M P U T E R S O F T W A R E

For and behalf of the Board of Directors

**SAJID MALIK**

CHAIRMAN & MANAGING DIRECTOR

**HEMANT MAJETHIA**

DIRECTOR

**GANAPATHY VISHWANATHAN**

DIRECTOR

**SUNIL DHAGE**

COMPANY SECRETARY

10<sup>th</sup> August, 2009  
MUMBAI



# STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956

Name of the Subsidiary	Genesys Worldeye Limited	Genesys International (UK) Limited	Aerial Surveyor Limited
	INR	GBP	GBP
Financial year of the Subsidiary Company ended on	31st March 2009	31st March 2009	31st March 2009
Holding Company's Interest			
Number of shares	50,000 Equity Shares	781,400 Ordinary Shares	2 Ordinary Shares
Extent of holding	100%	100%	100%
Net aggregate amount of the subsidiary's profits/(Losses) so far as it concerns members of the holding Company and is not dealt with in the Holding Company's accounts			
(i) for the financial year of the subsidiary	3,069,510	(682)	(4,682)
(ii) for the previous financial years of the subsidiary since it become the Holding Company's subsidiary	(138,750)	(18,853)	(49,085)
Net aggregate amount of the profits/ (Losses) of the subsidiary dealt with the Company's accounts			
(i) for the financial year of the subsidiary	N I L	N I L	N I L
(ii) for the previous financial years of the subsidiary since it become the Holding Company's subsidiary	N I L	N I L	N I L

## For and behalf of the Board of Directors

10<sup>th</sup> August, 2009  
MUMBAI

**SAJID MALIK**  
**HEMANT MAJETHIA**  
**GANAPATHY VISHWANATHAN**  
**SUNIL DHAGE**

CHAIRMAN & MANAGING DIRECTOR  
DIRECTOR  
DIRECTOR  
COMPANY SECRETARY

# GENESYS INTERNATIONAL (UK) LIMITED

## COMPANY INFORMATION

<b>DIRECTOR</b>	Mr Sajid Malik
<b>SECRETARY</b>	R Shah & Co Ltd
<b>COMPANY NUMBER</b>	4838989
<b>Registered office</b>	N Shah & Co Chartered Certified Accountants 470a Green Lanes London. N13 5PA
<b>AUDITORS</b>	N Shah & Co Chartered Certified Accountants 470a Green Lanes London. N13 5PA
<b>BANKERS</b>	State Bank of India Golders Green Branch 630-632 Finchley Road London NW11 7RR

## DIRECTOR'S REPORT

The director presents his report and financial statements for the year ended 31 March 2009.

### Principal activities

The principal activity of the Company continued to be that of a holding company as well as supplying support services to related parties. Aerial Surveyor Limited is the wholly owned subsidiary. The principal activity of Aerial Surveyor Limited in the period under review was that of providing digital imaging services.

### Director

The following director has held office since 1 April 2008:

Mr Sajid Malik

### Auditors

N Shah & Co were appointed auditors to the Company and in accordance with section 385 of the Companies Act 1985, a resolution proposing that they be re-appointed will be put at a General Meeting.

### Statement of director's responsibilities

The director is responsible for preparing the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable him to ensure that the financial statements comply with the Companies Act 1985. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Statement of disclosure to auditors

So far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware. Additionally, the director has taken all the necessary steps that he ought to have taken as director in order to make himself aware of all relevant audit information and to establish that the Company's auditors are aware of that information.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

On behalf of the board

**Mr Sajid Malik**

Director

3<sup>rd</sup> July, 2009

## INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF GENESYS INTERNATIONAL (UK) LIMITED

We have audited the financial statements of GENESYS INTERNATIONAL (UK) LIMITED for the year ended 31 March 2009 set out on pages 59 to 65. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of the director and auditors**

The director's responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Director's Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the director's report is consistent with the financial statements.

In addition we report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding director's remuneration and other transactions is not disclosed.

We read the director's report and consider the implications for our report if we become aware of any apparent misstatements

within it.

### **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the director in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### **Opinion**

the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 March 2009 and of its loss for the year then ended;

- the financial statements have been properly prepared in accordance with the Companies Act 1985: and
- the information given in the director's report is consistent with the financial statements.

7<sup>th</sup> July, 2009

Chartered certified Accountants

Registered Auditor,

N Shah & Co

Chartered Certified Accountants

470a Green Lanes

London. N13 5PA

**PROFIT AND LOSS ACCOUNT**

FOR THE YEAR ENDED 31ST MARCH 2009

	Notes	2009 £	2008 £
Administrative expenses		(682)	(809)
<b>Loss on ordinary activities before taxation</b>	<b>2</b>	<b>(682)</b>	<b>(809)</b>
Tax on loss on ordinary activities	<b>3</b>	-	-
<b>Loss for the year</b>	<b>8</b>	<b>(682)</b>	<b>(809)</b>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

# GENESYS INTERNATIONAL (UK) LIMITED

## BALANCE SHEET

AS AT 31ST MARCH 2009

	Notes	2009		2008	
		£	£	£	£
<b>FIXED ASSETS</b>					
Investments	4		768,020		20
<b>CURRENT ASSETS</b>					
Debtors	5	706		620	
Cash at bank and in hand		1,406		-	
		2,112		620	
Creditors: amounts falling due within one year	6	(8,267)		(7,693)	
<b>Net current liabilities</b>			<b>(6,155)</b>		<b>(7,073)</b>
<b>Total assets less current liabilities</b>			<b>761,865</b>		<b>(7,053)</b>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	7		781,400		11,800
Profit and loss account	8		(19,535)		(18,853)
<b>Shareholders' funds</b>	9		<b>761,865</b>		<b>(7,053)</b>

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

Approved by the Board and authorised for issue on 3<sup>rd</sup> July, 2009.

**Mr Sajid Malik**  
Director

**CASH FLOW STATEMENT**

FOR THE YEAR ENDED 31ST MARCH 2009

	2009		2008	
	£	£	£	£
<b>Net cash outflow from operating activities</b>		<b>(58)</b>		<b>(362)</b>
<b>Financial investment</b>				
Payments to acquire investments	<b>(768,000)</b>		-	
<b>Net cash outflow for capital expenditure</b>		<b>(768,000)</b>		-
<b>Net cash outflow before management of liquid resources and financing</b>		<b>(768,058)</b>		<b>(362)</b>
<b>Financing</b>				
Issue of ordinary share capital	<b>769,600</b>		-	
<b>Net cash inflow/(outflow) from financing</b>		<b>769,600</b>		-
<b>Increase/(decrease) in cash in the year</b>		<b>1,542</b>		<b>(362)</b>

# GENESYS INTERNATIONAL (UK) LIMITED

## NOTES TO THE CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH 2009

### 1 RECONCILIATION OF OPERATING LOSS TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	2009	2008
	£	£
Operating loss	(682)	(809)
Increase in debtors	(86)	(179)
Increase in creditors within one year	710	626
<b>Net cash outflow from operating activities</b>	<b>(58)</b>	<b>(362)</b>

2 ANALYSIS OF NET FUNDS/(DEBT)	1 April 2008	Cash flow	Other non cash changes	31 March 2009
	£	£	£	£
Net cash:				
Cash at bank and in hand	-	1,406	-	1,406
Bank overdrafts	(136)	136	-	-
	(136)	1,542	-	1,406
Bank deposits	-	-	-	-
<b>Net (debt)/funds</b>	<b>(136)</b>	<b>1,542</b>	<b>-</b>	<b>1,406</b>

3 RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/(DEBT)	2009	2008
	£	£
Increase/(decrease) in cash in the year	1,542	(362)
<b>Movement in net funds/(debt) in the year</b>	<b>1,542</b>	<b>(362)</b>
Opening net (debt)/funds	(136)	226
<b>Closing net funds/(debt)</b>	<b>1,406</b>	<b>(136)</b>



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2009

## 1 Accounting Policies

### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

### 1.2 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

### 1.3 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences using the liability method only to the extent that, in the opinion of the director, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

## 2 Operating loss

	2009 £	2008 £
Operating loss is stated after charging:		
Auditors' remuneration	595	450

## 3 Taxation

	2009	2008
Current tax charge	-	-

## 4 Fixed asset investments

	Unlisted investments £
<b>Cost</b>	
At 1 April 2008	20
Additions	768,000
At 31 March 2009	768,020
<b>Net book value</b>	
At 31 March 2009	768,020
At 31 March 2008	20

# GENESYS INTERNATIONAL (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

FOR THE YEAR ENDED 31ST MARCH 2009

### Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Shares held	
		Class	%
<b>Subsidiary undertakings</b>			
Aerial Surveyor Limited	UK	Ordinary	100.00
<b>Other significant interests</b>			
Geodc Limited	UK	Ordinary	50.00

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Principal activity	Capital and reserves 2009 £	Profit/(loss) for the year 2009 £
	Aerial Surveyor Limited	(53,765)	(4,682)
<b>5</b>	<b>DEBTORS</b>	<b>2009</b>	<b>2008</b>
		£	£
	Other debtors	<u>706</u>	<u>620</u>
<b>6</b>	<b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>	<b>2009</b>	<b>2008</b>
		£	£
	Bank loans and overdrafts	-	136
	Trade creditors	1,008	1,008
	Amounts owed to group undertakings and undertakings in which the Company has a participating interest	6,674	6,099
	Other creditors	585	450
		<u>8,267</u>	<u>7,693</u>
<b>7</b>	<b>SHARE CAPITAL</b>	<b>2009</b>	<b>2008</b>
		£	£
	<b>Authorised</b>		
	800,000 Ordinary Shares of £1 each	<u>800,000</u>	<u>25,000</u>
	<b>Allotted, called up and fully paid</b>		
	781,400 Ordinary Shares of £1 each	<u>781,400</u>	<u>11,800</u>

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

FOR THE YEAR ENDED 31ST MARCH 2009

### 8 STATEMENT OF MOVEMENTS ON PROFIT AND LOSS ACCOUNT

	Profit and loss account £
Balance at 1 April 2008	(18,853)
Loss for the year	(682)
Balance at 31 March 2009	<u>(19,535)</u>

9 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2009 £	2008 £
Loss for the financial year	(682)	(809)
Proceeds from issue of shares	769,600	-
Net addition to/(depletion in) shareholders' funds	768,918	(809)
Opening shareholders' funds	(7,053)	(6,244)
Closing shareholders' funds	<u>761,865</u>	<u>(7,053)</u>

### 10 PARENT COMPANY

The parent company is Genesys International Corporation Limited, a company registered in India.

### 11 RELATED PARTY TRANSACTIONS

There were no related party transactions during the year.

# AERIAL SURVEYOR LIMITED

## COMPANY INFORMATION

<b>DIRECTOR</b>	Om Hemrajani
<b>SECRETARY</b>	R Shah & Co Ltd
<b>COMPANY NUMBER</b>	4657362
<b>REGISTERED OFFICE</b>	470a Green Lanes Palmers Green London. N13 5PA
<b>AUDITORS</b>	N Shah & Co Chartered Certified Accountants 470a Green Lanes London. N13 5PA
<b>BANKERS</b>	HSBC Bank Plc HSBC Bank Plc Coalville 56 High Street Coalville Leicestershire. LE67 3EN

## DIRECTOR'S REPORT

The director presents his report and financial statements for the year ended 31 March 2009.

### Principal activities

The principal activity of the Company continued to be that of providing digital imaging services.

### Director

The following director has held office since 1 April 2008:

Mr Om Hemrajani

### Auditors

N Shah & Co. were appointed auditors to the Company and in accordance with section 385 of the Companies Act 1985, a resolution proposing that they be re-appointed will be put to the Annual General Meeting.

### Statement of director's responsibilities

The director is responsible for preparing the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;

- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The director is responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable him to ensure that the financial statements comply with the Companies Act 1985. He is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Statement of disclosure to auditors

So far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware. Additionally, the director has taken all the necessary steps that he ought to have taken as director in order to make himself aware of all relevant audit information and to establish that the Company's auditors are aware of that information.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

On behalf of the board

**Mr Om Hemrajani**

Director

3<sup>rd</sup> July, 2009

## INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF AERIAL SURVEYOR LIMITED

We have audited the financial statements of AERIAL SURVEYOR LIMITED for the year ended 31 March 2009 set out on pages 69 to 75. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of the director and auditors**

The director's responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Director's Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the director's report is consistent with the financial statements.

In addition we report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding director's remuneration and other transactions is not disclosed.

We read the director's report and consider the implications for our report if we become aware of any apparent misstatements within it.

### **Basis of audit opinion**

We conducted our audit in accordance with International

Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the director in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### **Opinion**

the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2009 and of its loss for the year then ended;

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2009 and of its loss for the year then ended;
- the information given in the director's report is consistent with the financial statements.

7<sup>th</sup> July, 2009

Chartered Certified Accountants

Registered Auditor

N Shah & Co

Chartered Certified Accountants

470a Green21 Lanes

London. N13 5PA

## PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST MARCH 2009

		2009	2008
	Notes	£	£
<b>TURNOVER</b>		-	15,000
Administrative expenses		(4,687)	(4,972)
<b>Operating (loss)/profit</b>	<b>2</b>	<b>(4,687)</b>	<b>10,028</b>
Other interest receivable and similar income	<b>3</b>	<b>5</b>	116
<b>(Loss)/profit on ordinary activities before taxation</b>		<b>(4,682)</b>	<b>10,144</b>
Tax on (loss)/profit on ordinary activities	<b>4</b>	-	-
<b>(Loss)/profit for the year</b>	<b>10</b>	<b>(4,682)</b>	<b>10,144</b>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

# AERIAL SURVEYOR LIMITED

## BALANCE SHEET

AS AT 31ST MARCH 2009

	Notes	2009		2008	
		£	£	£	£
<b>Fixed assets</b>					
Intangible assets	5		1		4,095
Tangible assets	6		2		2
			3		4,097
<b>Current assets</b>					
Debtors	7	11,750		11,175	
Cash at bank and in hand		357		409	
		12,107		11,584	
<b>Creditors: amounts falling due within one year</b>	8	(65,875)		(64,764)	
<b>Net current liabilities</b>			(53,768)		(53,180)
<b>Total assets less current liabilities</b>			(53,765)		(49,083)
<b>Capital and reserves</b>					
Called up share capital	9		2		2
Profit and loss account	10		(53,767)		(49,085)
<b>Shareholders' funds</b>	11		(53,765)		(49,083)

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

Approved by the Board and authorised for issue on 3<sup>rd</sup> July, 2009

**Mr Om Hemrajani**

Director



**CASH FLOW STATEMENT**

FOR THE YEAR ENDED 31ST MARCH 2009

	2009	2008
	£	£
<b>Net cash outflow from operating activities</b>	<b>(57)</b>	<b>(7,400)</b>
<b>Returns on investments and servicing of finance</b>		
Interest received	5	116
<b>Net cash inflow for returns on investments and servicing of finance</b>	<b>5</b>	<b>116</b>
<b>Net cash outflow before management of liquid resources and financing</b>	<b>(52)</b>	<b>(7,284)</b>
<b>Decrease in cash in the year</b>	<b>(52)</b>	<b>(7,284)</b>

# AERIAL SURVEYOR LIMITED

## NOTES TO THE CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH 2008

### 1 RECONCILIATION OF OPERATING (LOSS)/PROFIT TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	2009 £	2008 £
Operating (loss)/profit	(4,687)	10,028
Amortisation of intangible assets	4,094	4,097
Increase in debtors	(575)	(11,763)
Increase/(decrease) in creditors within one year	1,111	(9,762)
<b>Net cash outflow from operating activities</b>	<b>(57)</b>	<b>(7,400)</b>

2 ANALYSIS OF NET FUNDS	1 April 2008	Cash flow	Other non cash changes	31 March 2009
	£	£	£	£
Net cash:				
Cash at bank and in hand	409	(52)	-	357
Bank deposits	-	-	-	-
<b>Net funds</b>	<b>409</b>	<b>(52)</b>	<b>-</b>	<b>357</b>

### 3 RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS 2009 2008

	2009 £	2008 £
Decrease in cash in the year	(52)	(7,284)
<b>Movement in net funds in the year</b>	<b>(52)</b>	<b>(7,284)</b>
Opening net funds	409	7,693
<b>Closing net funds</b>	<b>357</b>	<b>409</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2009

## 1 ACCOUNTING POLICIES

### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

### 1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

### 1.3 Patents

Patents are valued at cost less accumulated amortisation. Amortisation is calculated to write off the cost in equal annual instalments over their estimated useful lives.

### 1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery	25% per annum on cost
Fixtures, fittings & equipment	25% per annum on cost
Computer Equipment	25% per annum on cost

### 1.5 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

2 Operating (loss)/profit	2009	2008
	£	£
Operating (loss)/profit is stated after charging:		
Amortisation of intangible assets	4,094	4,097
Auditors' remuneration	540	825
3 Investment income	2009	2008
	£	£
Bank interest	5	116
	5	116
4 Taxation	2009	2008
Current tax charge	-	-

On the basis of these financial statements no provision has been made for corporation tax.

# AERIAL SURVEYOR LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

FOR THE YEAR ENDED 31ST MARCH 2009

### 5 Intangible fixed assets

	Other intangible assets £
<b>Cost</b>	
At 1 April 2008 & at 31 March 2009	20,483
<b>Amortisation</b>	
At 1 April 2008	16,388
Charge for the year	4,094
At 31 March 2009	<u>20,482</u>
<b>Net book value</b>	
At 31 March 2009	1
At 31 March 2008	<u>4,095</u>

### 6 Tangible fixed assets

	Plant and machinery etc £
<b>Cost</b>	
At 1 April 2008 & at 31 March 2009	14,482
<b>Depreciation</b>	
At 1 April 2008 & at 31 March 2009	14,480
<b>Net book value</b>	
At 31 March 2009	2
At 31 March 2008	<u>2</u>

7 DEBTORS	2009 £	2008 £
Trade debtors	10,000	10,000
Other debtors	1,750	1,175
	<u>11,750</u>	<u>11,175</u>

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

FOR THE YEAR ENDED 31ST MARCH 2009

<b>8 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
Trade creditors	<b>11,493</b>	11,493
Amounts owed to group undertakings and undertakings in which the company has a participating interest	<b>39,292</b>	37,736
Taxation and social security	<b>11,147</b>	11,297
Other creditors	<b>3,943</b>	4,238
	<b><u>65,875</u></b>	<u>64,764</u>

<b>9 SHARE CAPITAL</b>	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
<b>Authorised</b>		
1,000 Ordinary Shares of £1 each	<b><u>1,000</u></b>	<u>1,000</u>
<b>Allotted, called up and fully paid</b>		
2 Ordinary Shares of £1 each	<b><u>2</u></b>	<u>2</u>

**10 STATEMENT OF MOVEMENTS ON PROFIT AND LOSS ACCOUNT**

	<b>Profit and loss account £</b>
Balance at 1 April 2008	<b>(49,085)</b>
Loss for the year	<b>(4,682)</b>
Balance at 31 March 2009	<b><u>(53,767)</u></b>

<b>11 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS</b>	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
(Loss)/Profit for the financial year	<b>(4,682)</b>	10,144
Opening shareholders' funds	<b>(49,083)</b>	(59,227)
Closing shareholders' funds	<b>(53,765)</b>	(49,083)

**12 ULTIMATE PARENT COMPANY**

The ultimate parent company is Genesys International Corporation Limited, a company registered in India.

**13 RELATED PARTY TRANSACTIONS**

There were no related party transactions during the year.

**14 CONTROLLING PARTY**

Genesys International (UK) Limited is the controlling party.

# GENESYS WORLDEYE LIMITED

(FORMERLY IADYA SYSTECH LIMITED)

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Sajid Malik	Director
Mrs. Saroja Malik	Director
Mr. Ganapathy Vishwanathan	Director

### AUDITORS

M/s Contractor, Nayak & Kishnadwala  
Chartered Accountants

### REGISTERED OFFICE

C-112/116, Kailash Industrial Complex,  
Bldg No. 1, Parksite,  
Off LBS. Marg, Vikhroli (West),  
Mumbai – 400079

### UPCOMING DEVELOPMENT CENTRE

Unit Nos. 103 & 104,  
Multistoried Building,  
SEEPZ, SEZ,  
Andheri (East),  
Mumbai - 400096

### BANKERS

State Bank of India  
HDFC Bank Limited

## DIRECTORS' REPORT

To the Shareholders,

Your Directors are pleased to present their Sixth Annual Report to the members, on the business and operations of the Company together with Audited Accounts for the financial year ended 31st March 2009.

### Financial Results

The highlights of the financial results of the Company for the financial year 2008-09 are as follows:

Particulars	Rs. in Lakhs	
	Year ended 31st March 2009	Year ended 31st March 2008
Gross Income	49.78	0.02
Expenditure	5.32	0.21
<b>Operating Profit / (Loss) before Depreciation, Amortization and tax</b>	<b>44.46</b>	(0.19)
Less: Depreciation and amortization	-	0.08
<b>Operating Profit / (Loss) before tax</b>	<b>44.46</b>	(0.27)
Less: Current Tax	13.75	-
Less: Fringe Benefit Tax	0.01	-
<b>Profit/(Loss) after tax</b>	<b>30.70</b>	(0.27)

### Dividend

Your Directors do not recommend any dividend for the year ended March 31, 2009.

### Share Capital

During the year under review, your Company had increased its Authorised capital from Rs. 5,00,000/- (50,000 Equity Shares of Rs. 10/- each ) to Rs. 50,00,000/- ((5,00,000 Equity Shares of Rs. 10/- each).

The Company changed its name from Iadya Systech Limited to Genesys Worldeye Limited as approved by the Registrar of Companies, Mumbai.

### Directors

Mr. Sajid malik, the Director of the Company shall retire by rotation at the ensuing annual general meeting and being eligible

# GENESYS WORLDEYE LIMITED

(FORMERLY IADYA SYSTECH LIMITED)

offers himself for re-appointment.

Brief resume of Directors seeking re-appointment

<b>Name of Director</b>	<b>Mr. Sajid Malik</b>
<b>Nature of Resolution</b>	Re-appointment as Director
<b>Date of Birth</b>	April 01, 1964
<b>Date of Appointment</b>	January 25, 2008
<b>Director Identification Number</b>	00400366
<b>Qualifications</b>	B. Com., ACA
<b>Directorship held in other Companies (including Foreign Companies and Private Companies)</b>	i) Genesys International Corporation Ltd. Ltd ii) GI Engineering Solutions Ltd iii) Ventura Guaranty Ltd iv) Ventura Securities Ltd v) Genesys Enterprises Inc. (USA) vi) Genesys International (UK) Ltd vii) Image Intelligence Inc. (USA)
<b>Number of Equity Shares held in the Company</b>	10 (As Nominee of Genesys International Corporation Ltd.)

## Auditors

M/s Contractor, Nayak and Kishnadwala, Chartered Accountants, the Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting of the Company and being eligible, offer themselves for re-appointment.

## Fixed Deposits

Your Company has not accepted any deposits from the public in terms of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposit) Rules, 1975.

## Human Resources

Provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not applicable to the Company.

## Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Particulars required under Section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo are set out in Annexure 'A' to this Report.



### **Directors' Responsibility Statement**

The Board of Directors of the Company confirms as required under Section 217 (2AA) of the Companies Act, 1956

- a) that in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any,
- b) that the selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2009 and of the profit of the Company for the period ended on that date.
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) that the annual accounts have been prepared on a going concern basis.

### **Acknowledgement**

Your Directors place on records their sincere appreciation for the co-operation and support received by the Company from its customers, bankers, various government departments and other statutory bodies.

**On Behalf Of The Board Of Directors**

<b>SAJID MALIK</b>	<b>SAROJA MALIK</b>
DIRECTOR	DIRECTOR

Place: Mumbai

Dated: 7<sup>th</sup> August, 2009

## ANNEXURE 'A' TO THE DIRECTORS' REPORT

Particulars of Conservation of Energy, Research & Development, Technology absorption and Foreign Earnings and Outgo as per Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 for the year ended 31st March 2009.

### **Conservation of Energy :**

Your Company shall be adopting various measures in order to conserve energy.

### **Research and Development :**

Your Company has started to explore newer and better technologies for the future business prospects.

### **Technology absorption, adaptation, and innovation :**

Your Company has started to find out the suitable technology needs for the upcoming business activities.

### **Foreign Exchange Earnings & Outgo : NIL**

**On Behalf Of The Board Of Directors**

**SAJID MALIK**  
DIRECTOR

**SAROJA MALIK**  
DIRECTOR

Place: Mumbai

Dated: 7<sup>th</sup> August, 2009

**REPORT OF THE AUDITORS TO THE MEMBERS OF  
GENESYS WORLDEYE LIMIED (FORMERLY IADYA SYSTECH LIMITED)**

1. We have audited the attached Balance Sheet of Genesys Worldeye Limited as at 31<sup>st</sup> March, 2009 and also the Profit and Loss Account and Cash Flow Statement of the Company for year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central government of India in terms of sub section (4A) of Section 227 of The Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
  - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - (c) The Balance Sheet and the Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
    - (d) In our opinion, the Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable, and
5. On the basis of written representations received from all the directors of the Company as at 31<sup>st</sup> March, 2009, and taken on record by the Board of Directors, and the information and explanations as made available to us by the Company, we report that none of the directors of the Company prima facie, have any disqualifications as referred to in clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
6. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the significant accounting policies and notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (a) in the case of the Balance Sheet, of the State of Affairs of the Company as at 31<sup>st</sup> March, 2009 and
  - (b) in the case of the Profit and Loss Account, of the Profit for the year ended on that date.
  - (c) in the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

For **CONTRACTOR, NAYAK & KISHNADWALA**  
**CHARTERED ACCOUNTANTS**

**Saroj Maniar**

Partner

Membership No 40803

Mumbai

Dated: 7<sup>th</sup> August, 2009

## ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Paragraph 3 of our Report of even date on the Accounts for the year ended 31<sup>st</sup> March, 2009 of **Genesys Worldeye Limited**)

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The fixed assets have been physically verified by the management during the year. As informed to us, no discrepancies were noticed on such verification.
- c) During the financial year, the Company has not disposed off any substantial part of the fixed assets
- 2 The Company's nature of operations does not require it to hold inventories. Consequently, clause 4(ii) of the Companies (Auditor's Report) Order, 2003, as amended ('The Order') is not applicable.
3. a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. Hence the provisions of clauses (iii)(b) to (iii)(d) of paragraph 4 of the Order are not applicable to the Company.
- b) According to the information and explanations given to us, the Company has taken unsecured loan from its holding company listed in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 236,221,100/- and the year end balance was Rs. 73,844,686/-
- c) The terms and conditions on which loan has been taken from holding company covered in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the Company;
- d) The terms of repayment of the loan have not been stipulated, hence there are no overdue amounts.
4. There are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and for sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. a) The particulars of contracts and arrangements referred to in section 301 of the Companies Act, 1956 have been entered in the register maintained under section 301 of the said Act.
- b) The transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices and other relevant factors at the time of transaction
6. The Company has not accepted any deposits from the public and consequently the provisions of section 58A and 58AA of the Companies Act, 1956 and the rules framed thereunder are not applicable.
7. The Company does not have an internal audit system.
8. As explained no cost records have been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 in respect of the activities carried out by the Company.
9. a) The Company has been generally regular in depositing undisputed statutory dues applicable to it, with the appropriate authorities. There are no arrears of outstanding statutory dues as at the year end for a period of more than six months from the date they

became payable.

- b) According to the information and explanations given to us, there are no dues of sales tax, service tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
10. The Company does not have any accumulated losses at the end of the financial year and it has not incurred any cash losses in the current financial year though it had incurred cash losses in the immediately preceding financial year.
11. The Company has not defaulted in repayment of dues to any financial institution, bank or debenture holders.
12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. As the Company is not a chit fund, nidhi, mutual benefit fund or a society, the provisions of clause (xiii) of the Order are not applicable.
14. The Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Order are not applicable to the Company.
15. The Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. There were no term loans raised by the company.
17. On an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long term investment.
18. During the year, the Company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
19. The Company does not have any outstanding debentures during the year.

20. The Company has not raised any money by public issues during the year.

21. During the course of our audit and as explained, no fraud on or by the Company has been noticed or reported during the year to us.

For **CONTRACTOR, NAYAK & KISHNADWALA**  
**CHARTERED ACCOUNTANTS**

**Saroj Maniar**

Partner

Membership No 40803

Mumbai

Dated: 7<sup>th</sup> August, 2009

# GENESYS WORLDEYE LIMITED

(FORMERLY IADYA SYSTECH LIMITED)

## BALANCE SHEET

AS AT 31ST MARCH, 2009

PARTICULARS	SCHEDULE	2009		2008
		Rs.	Rs.	Rs.
<b>SOURCES OF FUNDS</b>				
<b>1) SHAREHOLDERS FUNDS</b>				
a) Share Capital	<b>A</b>	<b>500,000</b>		500,000
b) Reserves & Surplus	<b>B</b>	<b>2,930,760</b>		-
			<b>3,430,760</b>	500,000
<b>2) LOAN FUNDS</b>				
a) Unsecured Loans	<b>C</b>	<b>73,844,686</b>		37,429,200
			<b>73,844,686</b>	37,429,200
<b>Total</b>			<b>77,275,446</b>	<b>37,929,200</b>
<b>APPLICATION OF FUNDS</b>				
<b>1) FIXED ASSETS</b>				
a) Gross Block	<b>D</b>	-		-
b) Less : Depreciation / Amortisation		-		-
c) Net Block			-	-
d) Capital Work-in-progress (including capital advances)			<b>75,498,246</b>	37,427,000
<b>2) CURRENT ASSETS, LOANS &amp; ADVANCES</b>				
<b>a) CURRENT ASSETS</b>				
(i) Cash & Bank Balances		<b>1,871,008</b>		373,095
			<b>1,871,008</b>	373,095
<b>b) LOANS &amp; ADVANCES</b>				
			<b>1,126,152</b>	2,355
			<b>2,997,160</b>	375,450
<b>LESS: CURRENT LIABILITIES &amp; PROVISIONS</b>				
(i) Current Liabilities	<b>F</b>	<b>1,213,904</b>		12,000
(ii) Provisions		<b>6,056</b>		-
			<b>1,219,960</b>	12,000
<b>Net Current Assets</b>			<b>1,777,200</b>	<b>363,450</b>
<b>3) Profit &amp; Loss Account (Debit Balance)</b>				
			-	138,750
<b>Total</b>			<b>77,275,446</b>	<b>37,929,200</b>
Notes forming part of Accounts	<b>K</b>			
The schedules referred to above form an integral part of the Balance Sheet				

As per our Report attached

For **CONTRACTOR, NAYAK & KISHNADWALA**  
**CHARTERED ACCOUNTANTS**

**SAROJ MANIAR**  
PARTNER  
Membership No. 40803  
7<sup>th</sup> August, 2009  
MUMBAI

For and on behalf of the Board of Directors

**SAJID MALIK** DIRECTOR  
**SAROJA MALIK** DIRECTOR  
**GANAPATHY VISHWANATHAN** DIRECTOR

# PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST MARCH, 2009

PARTICULARS	SCHEDULE	2009		2008
		Rs.	Rs.	Rs.
<b>INCOME</b>				
Revenue from Operations		-		-
Other Income	G	4,977,989		1,783
<b>Total</b>			<b>4,977,989</b>	<b>1,783</b>
<b>EXPENDITURE</b>				
Personnel Costs	H	130,300		-
Administrative Costs	I	390,877		19,918
Finance Costs	J	11,074		750
Depreciation / Amortisation		-		7,909
<b>Total</b>			<b>532,251</b>	<b>28,577</b>
<b>Profit / (Loss) Before Tax</b>			<b>4,445,738</b>	<b>(26,794)</b>
Current Tax			1,375,000	-
Fringe Benefit Tax			1,228	-
<b>Profit / (Loss) After Tax</b>			<b>3,069,510</b>	<b>(26,794)</b>
<b>Balance brought forward from earlier years</b>			<b>(138,750)</b>	<b>(111,956)</b>
<b>Balance carried to Balance Sheet</b>			<b>2,930,760</b>	<b>(138,750)</b>
Earning per Share (Equity Share, par value Rs. 10 each)				
Basic & Diluted			61.39	(1.85)
Number of weighted average shares used in computing earnings per share			50,000	14,481
Notes forming part of Accounts	K			
The schedules referred to above form an integral part of the Profit & Loss Account				

As per our Report attached

**For CONTRACTOR, NAYAK & KISHNADWALA  
CHARTERED ACCOUNTANTS**
**SAROJ MANIAR**  
 PARTNER  
 Membership No. 40803  
 7<sup>th</sup> August, 2009  
 MUMBAI

**For and on behalf of the Board of Directors**
**SAJID MALIK**  
**SAROJA MALIK**  
**GANAPATHY VISHWANATHAN**

 DIRECTOR  
 DIRECTOR  
 DIRECTOR

# GENESYS WORLDEYE LIMITED

(FORMERLY IADYA SYSTECH LIMITED)

## SCHEDULES

ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009 AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2009

PARTICULARS	2009 Rs.	2008 Rs.
<b>Schedule A</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
5,00,000 Equity Shares of Rs 10/- each	5,00,000	1,00,000
(Previous Year 1,00,000 Equity Shares of Rs. 10/- each)		
	<u>5,00,000</u>	<u>1,00,000</u>
<b>ISSUED, SUBSCRIBED &amp; PAID-UP</b>		
50,000 (Previous Year 50,000) Equity shares of Rs. 10/- Each fully paid up	500,000	500,000
100% Equity Share Capital is held by Genesys International Corporation Limited and its nominees.		
<b>Total</b>	<u>500,000</u>	<u>500,000</u>
<b>Schedule B</b>		
<b>RESERVES &amp; SURPLUS</b>		
<b>Profit &amp; Loss Account</b>	2,930,760	-
<b>Total</b>	<u>2,930,760</u>	-
<b>Schedule C</b>		
<b>UNSECURED LOANS</b>		
From Holding Company	73,844,686	37,429,200
<b>Total</b>	<u>73,844,686</u>	<u>37,429,200</u>

### Schedule D FIXED ASSETS

(Amount in Rs.)

Particular	As at 1.04.08	Additions During the year	Sale/ Adjustment	As at 31.03.09	up to 1.04.08	For the Year	On Deduction	Up to 31.03.09	As at 31.03.09	As at 31.03.08
Total	-	-	-	-	-	-	-	-	-	-
Previous Year	39,800	-	39,800	-	31,891	7,909	39,800	-	-	7,909
Capital Work in Progress (including capital advances)									75,498,246	37,427,000

Note : The company is under process of setting up a new unit in Seepz, SEZ, Mumbai and the unit is yet to commence its operations.



## SCHEDULES

ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009 AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2009

PARTICULARS	2009 Rs.	2008 Rs.
<b>Schedule E</b>		
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>		
<b>(a) Current Assets</b>		
<b>Cash &amp; Bank Balances</b>		
(i) Cash in Hand	5,668	171
(ii) Balance with Scheduled bank	1,865,340	372,924
<b>Total</b>	<b>1,871,008</b>	<b>373,095</b>
<b>(b) Loans &amp; Advances</b>		
(Unsecured - Considered good)		
(i) Advances recoverable in cash or in kind or for the value to be received	962,170	-
(ii) Advance Taxes and Tax Deducted at Source (net of tax provision)	54,139	2,355
(iii) Prepaid Exps.	23,843	-
(iv) Other Deposits	86,000	-
<b>Total</b>	<b>1,126,152</b>	<b>2,355</b>
<b>Schedule F</b>		
<b>Current Liabilities &amp; Provisions</b>		
<b>(a) Current Liabilities</b>		
Sundry Creditors	1,188,032	12,000
Other Liabilities	25,872	-
	1,213,904	12,000
<b>(b) Provisions</b>		
Provision for Employees Benefits	6,056	-
<b>Total</b>	<b>1,219,960</b>	<b>12,000</b>
<b>Schedule G</b>		
<b>OTHER INCOME</b>		
Interest Income	4,977,989	-
Profit on Sale of Fixed Assets	-	1,783
<b>Total</b>	<b>4,977,989</b>	<b>1,783</b>
<b>Schedule H</b>		
<b>PERSONNEL COSTS</b>		
Salaries, Allowances and Bonus	124,519	-
Contribution to Provident Fund & Other Funds	5,781	-
<b>Total</b>	<b>130,300</b>	<b>-</b>
<b>Schedule I</b>		
<b>ADMINISTRATIVE COSTS</b>		
Conveyance & Travelling Exps.	18,060	-
Legal & Professional Exps.	260,327	1,500
Miscellaneous expenses	99,254	6,418
Audit Fees	13,236	12,000
<b>Total</b>	<b>390,877</b>	<b>19,918</b>
<b>Schedule J</b>		
<b>FINANCE COSTS</b>		
Bank Charges	11,074	750
<b>Total</b>	<b>11,074</b>	<b>750</b>

## SCHEDULES

### NOTES FORMING PART OF ACCOUNTS

#### SCHEDULE – K NOTES FORMING PART OF ACCOUNTS

##### 1. Significant Accounting Policies

###### a) Basis of preparation of financial statements

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP) in India and comply with the Accounting Standards ("AS") prescribed in the Companies (Accounting Standards) Rules, 2006 and with the relevant provisions of the Companies Act, 1956, to the extent applicable.

###### b) Revenue Recognition

Revenues are recognized on accrual basis. However, no business activity was carried out by the company during the year under review.

Interest income is recognized on accrual basis.

Expenses are accounted on accrual basis and provisions are made for all known liabilities as on the date of the financial statements.

###### c) Fixed Assets

Fixed Assets are stated at cost of acquisition including directly attributable costs for bringing the asset into use, less accumulated depreciation.

###### d) Depreciation

Depreciation is provided using the straight line method, at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956, except on computer hardware & software on which depreciation has been provided based on the useful lives as estimated by the management being 3 to 5 years. Depreciation is charged on a pro-rata basis for assets purchased / sold during the year with reference to date of installation/disposal. Assets costing below Rs. 5,000/- are fully depreciated in the year of

purchase. Depreciation is provided only after assets are kept for put to use.

###### e) Taxation

Provision for current tax is being made after taking into consideration benefits admissible to the company under the provisions of the Income Tax Act, 1961.

Provision for Fringe Benefit Tax (FBT) is made on the basis of expenses incurred on employees / other expenses as prescribed under the Income Tax Act, 1961.

Deferred tax is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

###### f) Employee Benefits

(a) Short-term employee benefits – Employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and are recognized in the period in which the employee renders the related service.

(b) Post employment benefits (defined benefit plans) – The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on an actuarial valuation using the projected unit credit method. Actuarial gains and losses are recognized immediately in the Profit and Loss account.

(c) Post employment benefits (defined contribution plans) – Contributions to the provident fund is defined contribution scheme and is recognized as an expense

**SCHEDULES**  
NOTES FORMING PART OF ACCOUNTS

in the Profit and Loss account in the period in which the contribution is due.

- (d) Long-term employee benefits – Long-term employee benefits comprise of compensated absences and other employee incentives. These are measured based on an actuarial valuation carried out by an independent actuary at each Balance Sheet date unless they are insignificant. Actuarial gains and losses and past service costs are recognized immediately in the Profit and Loss account.

g) Earning per Share (EPS)

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

h) Provisions and Contingencies

Provisions are recognized when the Company has a present obligation as a result of a past event, for which it is probable that an outflow of resources will be require to settle the obligation and a reliable estimate of the amount of the obligation can be made.

Contingent liabilities are not provided for and are disclosed by way of notes to accounts, where there is an obligation that may, but probably will not, required outflow of resources.

Where there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are neither recognized nor disclosed in the financial statements.

2. The Company is under process of setting up a new unit in Seepz, SEZ, Mumbai. The unit is yet to commence its operations, hence all fixed assets acquired for this purpose are shown under the head Capital work-in-progress.

3. **Contingent Liabilities**

There are no Contingent Liabilities as on 31st March, 2009 (Previous Year Nil).

4. **Employee Benefits**

The disclosure in accordance with the requirements of Accounting Standard -15 (Revised 2005) Employee Benefits are provided below -

(a) Defined Contribution Plans –

In respect of the defined contribution plans, an amount of Rs. 4,321 (Previous year Rs. Nil) has been recognized in the Profit & Loss account for the year towards PF Contribution.

(b) Defined Benefit Plans –

- (i) The liability in respect of gratuity and leave encashment is determined as per actuarial valuation carried out as at Balance Sheet date. The present value of the obligation under such plan is determined using the projected unit credit method. Actuarial gains and losses are recognized in the Profit & Loss account for the period in which they occur.

(ii) Principal actuarial assumptions :

Particulars	FY 2008-09	
	Gratuity	Leave Encashment
Discount Rate	-	6.5% p.a.
Salary Escalation	-	12% p.a.

# GENESYS WORLDEYE LIMITED

(FORMERLY IADYA SYSTECH LIMITED)

## SCHEDULES

NOTES FORMING PART OF ACCOUNTS

(iii) **Reconciliation of Benefit Obligation :**

Particulars	FY 2008-09	
	Gratuity Rs.	Leave Encashment Rs.
Liability at the beginning of the year	-	-
Interest Cost	-	-
Current Service Cost	-	14,972
Benefit Paid	-	-
Actuarial (Gain)/ Loss on Obligations	-	(8,916)
Amount recognized and disclosed under the head "Provision for Employees Benefits"	-	6,056

(iv) **Expenses recognized in the Profit & Loss Account under the head Personnel Expenses :**

Particulars	FY 2008-09	
	Gratuity Rs.	Leave Encashment Rs.
Current Service Cost	-	14,972
Interest Cost	-	-
Net Actuarial (Gain)/ Loss recognized	-	(8,916)
Expenses recognized in Profit and Loss account	-	6,056

(v) **Details of provision for employee benefits recognized in the Balance Sheet :**

Particulars	FY 2008-09	
	Gratuity Rs.	Leave Encashment Rs.
Liability at the end of the year	-	6,056
Fair Value of Plan assets at the end of the year	-	-
Difference	-	6,056
Amount shown in Balance Sheet	-	6,056

**Note : Previous Year - Nil.**

5. Disclosure requirements as per the Accounting Standard – 18 (AS – 18) "Related Party Disclosure" issued by the Institute of Chartered Accountants of India.

List of Related Parties :

**A. Holding Company**

M/s Genesys International Corporation Limited

**B. Key Management Personnel**

Name of Personnel	Designation
Mr. Sajid Malik	Director
Mrs. Saroja Malik	Director
Mr. Ganapathy Vishwanathan	Director

## SCHEDULES

### NOTES FORMING PART OF ACCOUNTS

Details of transactions with related parties are as follows :

Particular	Year ended 31st March 2009 Rs.	Year ended 31st March 2008 Rs.
Transactions during the year -		
<b>Advances taken</b>		
Genesys International Corporation Limited	<b>198,915,486</b>	37,429,000
<b>Advances Repaid</b>		
Genesys International Corporation Limited	<b>162,500,000</b>	-
<b>Closing Balance -</b>		
<b>Amount Payable</b>		
Genesys International Corporation Limited	<b>73,844,686</b>	37,429,200

**6. Earnings per share:**

Sr. No.	Particulars	As at March 31, 2009	As at March 31, 2008
1.	Number of Equity Shares	<b>50,000</b>	50,000
2.	Weighted average number of Equity outstanding during the year	<b>50,000</b>	14,481
3.	Net Profit/(Loss) after tax	<b>Rs.30,69,510</b>	Rs.(26,794)
4.	Basic & Dilutive EPS	<b>Rs. 61.39</b>	Rs. (1.85)
5.	Nominal Value of shares	<b>Rs. 10</b>	Rs. 10

7. The name of the company changed from IADYA SYSTECH LIMITED to GENESYS WORLDEYE LIMITED w.e.f. 15th January, 2009 as per the approval given by the Registrar of Companies, Mumbai and the special resolution passed by the members at extra ordinary general meeting held on 27<sup>th</sup> December, 2008.

8. Figures for previous year have been re-grouped/re-classified wherever necessary to conform to current year's presentation.

Signatures to Schedule 'A' to 'K'  
As per our Report of even date attached

For **CONTRACTOR, NAYAK & KISHNADWALA**  
**CHARTERED ACCOUNTANTS**

**SAROJ MANIAR**  
PARTNER  
Membership No. 40803  
7<sup>th</sup> August, 2009  
MUMBAI

For and on behalf of the Board of Directors

<b>SAJID MALIK</b>	DIRECTOR
<b>SAROJA MALIK</b>	DIRECTOR
<b>GANAPATHY VISHWANATHAN</b>	DIRECTOR

# GENESYS WORLDEYE LIMITED

(FORMERLY IADYA SYSTECH LIMITED)

## CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2009

PARTICULARS	2009		2008	
	Rs.	Rs.	Rs.	Rs.
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit after tax and extraordinary items		3,069,510		(26,794)
Adjustments for:				
Depreciation and amortisation		-		7,909
Provision for taxation		1,376,228		-
Profit on Sale of Fixed Asset		-		(1,783)
Miscellaneous Expenditure Written Off		-		6,418
		1,376,228		12,544
<b>Operating Profit before working capital changes</b>		<b>4,445,738</b>		<b>(14,250)</b>
Adjustments for:				
Trade and other receivables		(1,072,013)		-
Liabilities		1,207,960		9,777
		135,947		9,777
<b>CASH GENERATED FROM OPERATIONS</b>		<b>4,581,685</b>		<b>(4,473)</b>
Taxes (Paid) / Refund		(1,428,012)		-
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>		<b>3,153,673</b>		<b>(4,473)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of fixed assets (including capital advances)		(38,071,246)		(37,427,000)
Sale of Fixed Assets		-		1,783
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>(38,071,246)</b>		<b>(37,425,217)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Issue of Shares		-		400,000
Net Proceeds / (Repayment) from / of Unsecured Loans		36,415,486		37,402,314
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>		<b>36,415,486</b>		<b>37,802,314</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS</b>		<b>1,497,913</b>		<b>372,624</b>
<b>CASH &amp; CASH EQUIVALENTS (OPENING BALANCE)</b>		<b>373,095</b>		<b>471</b>
<b>CASH &amp; CASH EQUIVALENTS (CLOSING BALANCE)</b>		<b>1,871,008</b>		<b>373,095</b>

This is the Cash Flow statement referred to in our report of even date.

For **CONTRACTOR, NAYAK & KISHNADWALA**  
**CHARTERED ACCOUNTANTS**

**SAROJ MANIAR**  
PARTNER  
Membership No. 40803  
7<sup>th</sup> August, 2009  
MUMBAI

For and on behalf of the Board Of Directors

**SAJID MALIK**  
**SAROJA MALIK**  
**GANAPATHY VISHWANATHAN**

DIRECTOR  
DIRECTOR  
DIRECTOR

## BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

AS PER PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956.

### Registration Details

Registration No. 

1	4	4	0	5	4
---	---	---	---	---	---

Balance Sheet Date 

3	1	0	3	2	0	0	9
---	---	---	---	---	---	---	---

Date            Month            Year

State Code

1	1
---	---

### Capital raised during the year (Amount in Rs. Thousand)

Public Issue 

N	I	L
---	---	---

Rights Issue 

N	I	L
---	---	---

Bonus Issue 

N	I	L
---	---	---

Private Placement 

N	I	L
---	---	---

### Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousand)

Total Liabilities 

7	7	2	7	5
---	---	---	---	---

Total Assets 

7	7	2	7	5
---	---	---	---	---

### Sources of Funds

Paid-up Capital 

5	0	0
---	---	---

Reserves & Surplus 

2	9	3	0
---	---	---	---

Equity Share Warrant 

N	I	L
---	---	---

Unsecured Loans 

7	3	8	4	5
---	---	---	---	---

### Application of Funds

Net Fixed Assets 

7	5	4	9	8
---	---	---	---	---

Investments 

N	I	L
---	---	---

Net Current Assets 

1	7	7	7
---	---	---	---

Misc. Expenditure 

N	I	L
---	---	---

Accumulated Losses 

N	I	L
---	---	---

### Performance of Company (Amount in Rs. Thousand)

Turnover 

4	9	7	8
---	---	---	---

Total Expenditure 

5	3	2
---	---	---

Profit / Loss before tax 

4	4	4	6
---	---	---	---

Profit / Loss after tax 

3	0	7	0
---	---	---	---

Earning per share in Rs. 

6	1	.	3	9
---	---	---	---	---

Dividend % 

N	I	L
---	---	---

--- Basic 

6	1	.	3	9
---	---	---	---	---

--- Dilutive 

6	1	.	3	9
---	---	---	---	---

### Generic Names of three Principal Products / Services of Company (as per monetary terms)

Item Code No (ITC Code) : 

8	5	2	4	9	9	0	4	.	9	0
---	---	---	---	---	---	---	---	---	---	---

Product Description : 

C	O	M	P	U	T	E	R		S	O	F	T	W	A	R	E
---	---	---	---	---	---	---	---	--	---	---	---	---	---	---	---	---

For and behalf of the Board of Directors

7<sup>th</sup> August, 2009  
MUMBAI

**SAJID MALIK**  
**HEMANT MAJETHIA**  
**GANAPATHY VISHWANATHAN**

DIRECTOR  
DIRECTOR  
DIRECTOR

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# AUDITORS REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Board of Directors of  
Genesys International Corporation Limited,

We have examined the attached consolidated Balance Sheet of Genesys International Corporation Limited and its Subsidiaries as at March 31, 2009, the Consolidated Profit and Loss Account, and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These Consolidated Financial Statements are the responsibility of the Company's management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

1. We did not audit the financial statements of the certain subsidiaries, whose financial statements, reflect total assets of Rs. 56,296,744 as at 31<sup>st</sup> March, 2009, the total revenue of Rs. Nil and cash flows amounting to Rs. 117,333 for the year ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of the subsidiaries is based solely on the report of the other auditors.
2. *We did not audit the financial statements of joint venture, whose financial statements, reflect Group's share of total assets of Rs. 9,673,944 as at 31<sup>st</sup> March, 2009, the total revenue of Rs. 8,371,502 and cash flow amounting to Rs. 672,786 for the year ended on that date. These financial statements have been certified by management, and our opinion is based solely on these management certified accounts.*

3. We report that the Consolidated Financial Statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21 (AS – 21) 'Consolidated Financial Statements' and Accounting Standard (AS – 27) 'Financial Reporting of interests in Joint Ventures', issued by the Institute of Chartered Accountants of India.
4. Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components and accounts approved by the management of the company as mentioned in paragraph 2 above and to the best of our information and according to explanations given to us, we are of the opinion that the attached Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India :
  - (a) In the case of the Consolidated Balance Sheet, of the consolidated state of affairs of Genesys International Corporation Limited Group as at 31<sup>st</sup> March, 2009.
  - (b) In the case of the Consolidated Profit and Loss Account, of the Profit for the year ended on that date; and
  - (c) In the case of the Consolidated Cash Flow Statement, of the Cash Flows for the year ended on that date.

**For Contractor, Nayak & Kishnadwala  
Chartered Accountants**

**Saroj Maniar**

Partner

Membership No:40803

Mumbai.

Dated : 10<sup>th</sup> August, 2009

# GENESYS INTERNATIONAL CORPORATION LIMITED

## CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH, 2009

PARTICULARS	SCHEDULE	2009		2008
		Rs.	Rs.	Rs.
<b>SOURCES OF FUNDS</b>				
<b>1) SHAREHOLDERS FUNDS</b>				
a) Share Capital	A	149,237,560		115,687,560
b) Equity Share Warrants	A-1	-		6,374,500
c) Reserves & Surplus	B	554,681,995		253,571,139
			703,919,555	375,633,199
<b>2) LOAN FUNDS</b>				
a) Secured Loans	C	1,148,577		50,220,570
			1,148,577	50,220,570
<b>Total</b>			<b>705,068,132</b>	<b>425,853,769</b>
<b>APPLICATION OF FUNDS</b>				
<b>1) FIXED ASSETS</b>				
a) Gross Block	D	301,301,421		223,220,035
b) Less : Depreciation / Amortisation		190,908,052		167,118,948
c) Net Block			110,393,369	56,101,087
d) Capital Work-in-Progress (including capital advances)			100,498,246	39,063,421
<b>2) INVESTMENTS</b>	E		224,104,373	69,619,485
<b>3) DEFERRED TAX CREDIT (NET)</b>			13,972,169	-
<b>4) CURRENT ASSETS, LOANS &amp; ADVANCES</b>	F			
<b>a) CURRENT ASSETS</b>				
(i) Unbilled Revenues		2,055,361		6,471,629
(ii) Sundry Debtors		120,608,345		172,622,697
(iii) Cash & Bank Balances		240,895,389		82,810,688
(iv) Other Current Assets		2,890,141		108,532
			366,449,236	262,013,546
<b>b) LOANS &amp; ADVANCES</b>				
			164,449,550	100,835,405
			530,898,786	362,848,951
<b>LESS: CURRENT LIABILITIES &amp; PROVISIONS</b>				
(i) Current Liabilities	G	181,751,271		54,602,862
(ii) Provisions		93,047,540		47,176,313
			274,798,811	101,779,175
<b>Net Current Assets</b>			<b>256,099,975</b>	<b>261,069,776</b>
<b>Total</b>			<b>705,068,132</b>	<b>425,853,769</b>
<b>Notes to the Accounts</b>				
	L			
The schedules referred to above form an integral part of the Balance Sheet				

As per our report of even date attached

For **CONTRACTOR, NAYAK & KISHNADWALA**  
**CHARTERED ACCOUNTANTS**

**SAROJ MANIAR**  
PARTNER  
Membership No. 40803  
10<sup>th</sup> August, 2009  
MUMBAI

For and on behalf of the Board Of Directors

**SAJID MALIK**  
**HEMANT MAJETHIA**  
**GANAPATHY VISHWANATHAN**  
**SUNIL DHAGE**

CHAIRMAN & MANAGING DIRECTOR  
DIRECTOR  
DIRECTOR  
COMPANY SECRETARY

# CONSOLIDATED PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST MARCH, 2009

PARTICULARS	SCHEDULE	2009		2008
		Rs.	Rs.	Rs.
<b>INCOME</b>				
Revenue from Operations		835,419,441		472,845,087
Other Income	H	25,093,140		3,661,931
<b>Total</b>			<b>860,512,581</b>	<b>476,507,018</b>
<b>EXPENDITURE</b>				
Personnel Costs	I	287,935,332		138,717,230
Operating and Other Costs	J	221,345,256		154,767,444
Finance Costs	K	6,334,863		4,670,873
Depreciation & Amortization		22,348,954		22,086,169
<b>Total</b>			<b>537,964,405</b>	<b>320,241,716</b>
<b>Operating Profit / (Loss) Before Tax</b>			<b>322,548,176</b>	<b>156,265,302</b>
<b>Less : Exceptional Items (refer Schedule E)</b>			<b>15,000,000</b>	-
<b>Profit / (Loss) Before Tax</b>			<b>307,548,176</b>	<b>156,265,302</b>
Current Tax			9,875,000	5,100,000
Fringe Benefit Tax			1,781,338	1,269,400
Deferred Tax Credit			(13,972,169)	-
Wealth Tax			28,000	-
Tax Provision for earlier years			-	30,000
<b>Profit After Tax</b>			<b>309,836,007</b>	<b>149,865,902</b>
Balance brought forward from earlier years			195,181,463	94,235,658
<b>Balance available for appropriation</b>			<b>505,017,470</b>	<b>244,101,560</b>
<b>APPROPRIATIONS :</b>				
Transfer to General Reserve			30,000,000	14,000,000
Towards Proposed Dividend			29,847,512	29,847,512
Towards tax on Proposed Dividend			5,072,585	5,072,585
<b>Balance carried to Balance Sheet</b>			<b>440,097,373</b>	<b>195,181,463</b>
			<b>505,017,470</b>	<b>244,101,560</b>
Earning per Share (Equity Share, par value Rs. 10 each)				
Basic			22.00	12.95
Number of shares used in computing earnings per share			14,085,290	11,568,756
Diluted			22.00	10.80
Number of shares used in computing earnings per share			14,085,290	13,878,756
<b>Notes to the Accounts</b>	<b>L</b>			
The schedules referred to above form an integral part of the Profit & Loss Account				

As per our report of even date attached

For **CONTRACTOR, NAYAK & KISHNADWALA**  
**CHARTERED ACCOUNTANTS**

**SAROJ MANIAR**  
PARTNER  
Membership No. 40803  
10<sup>th</sup> August, 2009  
MUMBAI

For and on behalf of the Board Of Directors

**SAJID MALIK**  
**HEMANT MAJETHIA**  
**GANAPATHY VISHWANATHAN**  
**SUNIL DHAGE**

CHAIRMAN & MANAGING DIRECTOR  
DIRECTOR  
DIRECTOR  
COMPANY SECRETARY

# GENESYS INTERNATIONAL CORPORATION LIMITED

## SCHEDULES

ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009

PARTICULARS	2009 Rs.	2008 Rs.
<b>Schedule A</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
15,000,000 Equity Shares of Rs 10/- each (Previous Year 15,000,000 Equity Shares of Rs. 10/- each)	<b>150,000,000</b>	150,000,000
	<b>150,000,000</b>	150,000,000
<b>ISSUED, SUBSCRIBED &amp; PAID-UP</b>		
14,923,756 (Previous Year 11,568,756) Equity shares of Rs. 10/- Each fully paid up (Out of the above 9,363,756 Equity shares of Rs 10/- each were allotted as fully paid up to the shareholders of the erstwhile Genesys International Corporation Limited' pursuant to the Scheme of Amalgamation approved by the High Court, Mumbai on 6th December, 1999 and 3,355,000 Equity Shares issued during the year on preferential basis upon conversion of Equity Warrants into Equity Shares.)	<b>149,237,560</b>	115,687,560
<b>Total</b>	<b>149,237,560</b>	115,687,560
<b>Schedule A-1</b>		
<b>SHARE WARRANTS</b>		
Nil Equity Share Warrants (Previous Year 3,355,000)	-	6,374,500
<b>Total</b>	-	6,374,500
<b>Schedule B</b>		
<b>RESERVES &amp; SURPLUS</b>		
<b>CAPITAL RESERVE</b>	<b>3,841,529</b>	3,841,529
<b>SHARE PREMIUM</b>		
As per last Balance Sheet	<b>5,175,000</b>	5,175,000
Received during the year upon conversion of Equity Share Warrants	<b>30,195,000</b>	-
	<b>35,370,000</b>	5,175,000
<b>GENERAL RESERVE</b>		
As per last Balance Sheet	<b>50,000,000</b>	36,000,000
Transferred from Profit & Loss Account	<b>30,000,000</b>	14,000,000
<b>Total</b>	<b>80,000,000</b>	50,000,000
<b>EXCHANGE FLUCTUATION RESERVE</b>	<b>(4,626,907)</b>	(626,854)
<b>PROFIT &amp; LOSS ACCOUNT</b>	<b>440,097,373</b>	195,181,464
<b>Total</b>	<b>554,681,995</b>	253,571,139
<b>Schedule C</b>		
<b>SECURED LOANS</b>		
From Banks		
- Towards Packing Credit	<b>46</b>	33,859,650
- Towards Car Loan (Amount repayable within 1 year is Rs. 188,520 Previous Year Rs. 387,876)	<b>188,520</b>	539,082
- Towards Term Loan	-	13,985,082
From Others		
- Towards Hire Purchase Loan (Amount repayable within 1 year is Rs. 960,011 Previous Year Rs. 984,261)	<b>960,011</b>	1,836,756
<b>Total</b>	<b>1,148,577</b>	50,220,570

# SCHEDULES

ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009

## Schedule D

### FIXED ASSETS

(Amount in Rs.)

Particulars	Gross Block					Depreciation / Amortisation				Net Block	
	As at 1.04.08	Additions during the year	Sale during the year	As at 31.03.09	Up to 1.04.08	For the year	On Dedu- ctions during the year	Up to 31.03.09	As at 31.03.09	As at 31.03.08	
<b>Tangible Assets</b>											
Computer Hardware	114,385,878	3,205,222	-	117,591,100	90,638,010	9,415,458	-	100,053,468	17,537,632	22,834,273	
Furniture & Fixtures	23,554,618	243,644	-	23,798,262	10,709,948	1,524,704	-	12,234,652	11,563,610	12,847,339	
Office Equipments	8,421,996	1,318,281	-	9,740,277	2,422,989	524,248	-	2,947,237	6,793,040	5,421,677	
Vehicles	3,389,852	2,188,535	-	5,578,387	1,137,741	345,818	-	1,483,559	4,094,828	2,252,111	
<b>Intangible Assets</b>											
Computer Software	60,861,789	7,920,349	-	68,782,138	53,847,962	4,806,866	-	58,654,828	10,127,310	7,013,827	
GIS Database	15,000,000	-	-	15,000,000	9,375,000	5,625,000	-	15,000,000	-	5,625,000	
Patents & Licenses	534,308	-	-	534,308	427,448	106,860	-	534,308	-	106,860	
Goodwill	-	60,276,949	-	60,276,949	-	-	-	-	60,276,949	-	
<b>Total</b>	<b>226,148,441</b>	<b>75,152,980</b>	<b>-</b>	<b>301,301,421</b>	<b>168,559,098</b>	<b>22,348,954</b>	<b>-</b>	<b>190,908,052</b>	<b>110,393,369</b>	<b>56,101,087</b>	
Previous Year	183,663,797	39,766,946	210,708	223,220,035	145,116,612	22,086,169	83,832	167,118,949	56,101,086	38,547,184	

# GENESYS INTERNATIONAL CORPORATION LIMITED

## SCHEDULES

ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009

PARTICULARS	2009 Rs.	2008 Rs.
<b>Schedule E</b>		
<b>INVESTMENTS (AT COST)</b>		
(i) Long Term, Fully Paid up		
Trade Investments - Unquoted		
Nil Ordinary Shares (Previous Year : 18); £ 1 par value, in GEODC Ltd	-	1,417
Other Investments		
2,162,000 Shares (Previous Year : Nil); \$.01 par value, of Image Intelligence Inc., USA	69,618,068	69,618,068
(ii) Current Investments		
Non Trade Investments - Unquoted		
Investments in units of Mutual Fund	169,486,305	-
	<b>239,104,373</b>	69,619,485
Less -		
Provision for diminution in value of long term investments in Image Intelligence Inc., USA	15,000,000	-
<b>Total</b>	<b>224,104,373</b>	69,619,485
<b>Schedule F</b>		
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>		
<b>(A) CURRENT ASSETS</b>		
(i) <b>Unbilled Revenues</b>	2,055,361	6,471,629
(ii) <b>Sundry Debtors</b>		
(Unsecured)		
Due for more than six months		
Considered good	24,262,529	41,875,753
Considered doubtful	46,289,823	6,341,485
	<b>70,552,352</b>	48,217,238
Less : Provision for Doubtful Debts	46,289,823	6,341,485
	<b>24,262,529</b>	41,875,753
Others - Considered good	96,345,816	130,746,944
	<b>120,608,345</b>	172,622,697
(iii) <b>Cash &amp; Bank Balances</b>		
(a) <b>Cash in Hand</b>	2,248,608	367,479
(b) <b>Balances with Scheduled banks</b>		
In Current Accounts	165,157,108	71,975,528
In Fixed Deposits Accounts	71,930,210	10,212,410
	<b>239,335,926</b>	82,555,417
(c) <b>Balances with Foreign Banks</b>		
In Current Accounts	1,559,463	255,271
	<b>240,895,389</b>	82,810,688
(iv) <b>Other Current Assets</b>		
(Unsecured-Considered good)		
Interest Accrued but not due	2,890,141	108,532
<b>Total</b>	<b>366,449,236</b>	262,013,546

# SCHEDULES

ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009

PARTICULARS	2009 Rs.	2008 Rs.
<b>(B) Loans &amp; Advances</b>		
(Unsecured - Considered good)		
(i) Advances recoverable in cash or in kind or for the value to be received	21,995,003	9,298,757
(ii) Loan to Other Body Corporates	65,990,137	36,350,342
(iii) Prepaid Expenses	4,618,677	4,486,370
(iv) Advance Taxes and Tax Deducted at Source (net of tax provision)	16,858,663	(3,767,314)
(v) Facilities Deposits	51,355,000	51,355,000
(vi) Other Deposits	3,632,070	3,112,250
<b>Total</b>	<b>164,449,550</b>	<b>100,835,405</b>
<b>Schedule G</b>		
<b>Current Liabilities &amp; Provisions</b>		
<b>(a) Current Liabilities</b>		
Sundry Creditors	43,743,619	49,879,469
Advance from customers	72,030,000	-
Unclaimed Dividend	305,538	310,215
Unearned Revenue	61,604,105	-
Other Liabilities	4,068,009	4,413,178
<b>Total</b>	<b>181,751,271</b>	<b>54,602,862</b>
<b>(b) Provisions</b>		
Provision for Retirement benefits	58,127,443	12,256,216
Proposed Dividend	29,847,512	29,847,512
Provision for Tax on Proposed Dividend	5,072,585	5,072,585
<b>Total</b>	<b>93,047,540</b>	<b>47,176,313</b>
<b>Schedule H</b>		
<b>OTHER INCOME</b>		
Interest received (Tax Deducted at Source Rs. 2,397,326 previous year Rs. 472,147)	12,485,711	2,364,357
Profit on sale of fixed asset	-	1,783
Dividend from mutual fund investments (Current, Non Trade)	10,267,750	65,844
Profit on sale of units of mutual funds (Net)	2,339,679	917,164
Miscellaneous Income	-	312,783
<b>Total</b>	<b>25,093,140</b>	<b>3,661,931</b>
<b>Schedule I</b>		
<b>PERSONNEL COSTS</b>		
Salaries , Allowances & Bonus	271,711,626	128,672,436
Staff Welfare	5,257,698	3,582,246
Contribution to Provident Fund & other funds	10,966,008	6,462,548
<b>Total</b>	<b>287,935,332</b>	<b>138,717,230</b>

# GENESYS INTERNATIONAL CORPORATION LIMITED

## SCHEDULES

ANNEXED TO AND FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31ST MARCH, 2009

PARTICULARS	2009 Rs.	2008 Rs.
<b>Schedule J</b>		
<b>OPERATING AND OTHER COSTS</b>		
Conveyance & Traveling	14,695,099	12,992,603
Legal & Professional Fees	21,310,270	11,798,040
Loss on sale of Fixed Assets	-	91,877
Communication Expenses	5,577,809	5,646,309
Electricity and Water Charges	10,580,663	8,425,800
Repairs & Maintenance to Others	3,136,327	4,850,260
Project Expenses	90,565,532	74,944,981
Miscellaneous Expenses	29,179,585	26,235,628
Rent	5,604,254	4,495,319
Remuneration to Auditors		
- Statutory Audit	452,614	465,247
- Tax Audit	50,000	50,000
- Other Services	244,765	200,000
Provision for Doubtful Debts	39,948,338	4,571,380
<b>Total</b>	<b>221,345,256</b>	<b>154,767,444</b>
<b>Schedule K</b>		
<b>FINANCE COSTS</b>		
Bank Charges	2,557,940	1,649,233
Interest to Banks		
- On Fixed Loans	2,153,629	485,624
- On Other Loans	1,623,294	2,536,016
<b>Total</b>	<b>6,334,863</b>	<b>4,670,873</b>



# SCHEDULES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### SCHEDULE - L : NOTES TO THE ACCOUNTS TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### 1. Significant Accounting Policies

##### 1.1 Basis of preparation of financial statements & Principles of Consolidation

- (a) The consolidated financial statements of Genesys International Corporation Limited (the 'parent company') and its subsidiaries/joint venture (collectively referred to as 'the Group'), have been prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP) in India and comply with the Accounting Standards ("AS") prescribed in the Companies (Accounting Standards) Rules, 2006.
- (b) Use of estimates – The Preparation of Consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results may differ from these estimates. Any revisions to accounting estimates are recognized prospectively in current and future periods.
- (c) The consolidated financial statements of the group are prepared in accordance with the principles and procedures prescribed by Accounting Standard -21 "Consolidated Financial Statements" (AS-21). The financial statements of the parent company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions and resulting unrealized profit in full. The Consolidated financial statements have been prepared in Indian Rupees.
- (d) Goodwill/Capital Reserve – Goodwill represents the difference between the Company's share in the net worth of subsidiaries/joint venture, and the cost of acquisition at each point of time of making the investment in the subsidiaries/joint venture. For this purpose, the Company's share of net worth is determined on the basis of the latest financial statements prior to the acquisition after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition. Capital reserve on consolidation is adjusted against goodwill. The Goodwill recorded in these consolidated financial statements has not been amortized, but instead evaluated for impairment whenever events or changes in circumstances indicates that its carrying amount may be impaired.
- (e) The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and necessary adjustments required for deviations if any have been made in the consolidated financial statements.
- (f) In accordance with AS 27 – "Financial Reporting of Interests in Joint Ventures", the Group has accounted for its proportionate share of interest in a joint venture by the proportionate consolidation method.

# GENESYS INTERNATIONAL CORPORATION LIMITED

## SCHEDULES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

List of Foreign and Indian subsidiaries / interest in joint venture considered in the consolidated financial statements-

Name of the Entity	Nature of Relationship	Country of Incorporation	Extent of holding as on 31 <sup>st</sup> March 2009
Genesys International (UK) Limited	Subsidiary	UK	100%
Aerial Surveyor Limited	Sub – Subsidiary	UK	100%
Genesys Worldeye Limited (formerly ladya Systech Limited)	Subsidiary	India	100%
GeODC Limited (w.e.f. 28th October, 2008)	Joint Venture	UK	50%

#### 1.2 Method of Accounting

Revenues are recognized on accrual basis. Revenue from operations is accounted for on the basis of services rendered and billed to / accepted by clients. Revenue recognized over and above the billing on a customer is classified as unbilled revenue and is recognized at cost while excess of billing over revenue recognized is classified as unearned revenue. Interest income is recognized on accrual basis. Dividend income is recognized as and when right to receive payment is established.

Expenses are accounted for on accrual basis and provisions are made for all known liabilities and losses.

#### 1.3 Fixed Assets

Fixed Assets are stated at cost of acquisition including directly attributable costs for bringing the asset into use, less accumulated depreciation. Advances paid towards the acquisition of fixed assets are disclosed under the head advances for capital expenditure.

#### 1.4 Intangible Assets

Direct expenditure incurred for internally developing Assets from which future economic benefits are expected to flow over a period of time is being treated as Intangible asset as per the Accounting Standard on Intangible Assets (AS – 26) issued by the Institute of Chartered Accountants of India.

#### 1.5 Depreciation / Amortization

##### 1.5.1 Tangible Assets

Depreciation is provided using the straight line method, at the rates and in the manner

permissible under applicable local laws except on computer hardware on which depreciation has been provided based on the useful lives as estimated by the management being 3 to 5 years.

##### 1.5.2 Intangible Assets

Depreciation is provided on computer software using the straight line method based on the useful lives as estimated by the management being 3 to 5 years. GIS database was hitherto amortized over a period of 8 years commencing from the year the asset is available for use. During the year the management has revised the estimated useful life to 6 years resulting in amortizing the balance value of the assets during the year.

Depreciation/Amortization is charged on a pro-rata basis for assets purchased /sold during the year with reference to date of installation/disposal. Assets costing below Rs. 5,000 are fully depreciated in the year of purchase.

#### 1.6 Borrowing Costs

Borrowing costs directly attributable to the acquisition of the fixed assets are capitalized for the period until the asset is ready for its intended use.

Other borrowing costs are recognized as expense in the period in which they are incurred.

#### 1.7 Impairment of assets

The carrying amounts of the Company's assets including intangible assets are reviewed at each Balance Sheet date to determine whether there is any indication of

# SCHEDULES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

impairment. If any such indication exists, the assets recoverable amount is estimated, as the higher of the net selling price and the value in use. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating units exceeds its recoverable amount. If at the Balance Sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reinstated at the recoverable amount subject to a maximum of depreciable historical cost.

### 1.8 Investments

Investments are classified as current or long term in accordance with Accounting Standard (AS) -13 on "Accounting for Investments". Current investments are stated at lower of cost and fair value. Any reduction in the carrying amount and any reversal of such reductions are charged or credited to the Profit & Loss account. Long Term Investments are stated at cost. Provision is made to recognize a decline, other than temporary, in the value of such investments.

### 1.9 Leases

#### 1.9.1 Finance Lease

Assets taken on finance lease are accounted for as fixed assets in accordance with Accounting Standard 19 on leases, (AS 19) issued by The Institute of Chartered Accountants of India.

#### 1.9.2 Operating Lease

Assets taken on lease under which all the risk and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating lease are recognized as expenses on accrual basis in accordance with the respective lease agreement.

### 1.10 Foreign Currency Transactions

Transactions denominated in foreign currency are recorded at exchange rates prevailing on the date of

the respective transaction.

Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Profit and Loss Account of the year. Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the year end closing exchange rate and the resultant exchange differences are recognized in the Profit and Loss Account.

The premium or discount arising at the inception of the forward exchange contracts related to underlying receivables and payables are amortized as an expense or income recognized over the period of the contracts. Gains or losses on renewal or cancellation of foreign exchange forward contracts are recognized as income or expense for the period.

Overseas Investments are recognized at the relevant exchange rates prevailing on the date of Investments.

All transactions of the foreign branch during the year are included in the accounts at the rate of exchange prevailing at the end of the month in which the transaction took place. Net Gain / Loss in foreign currency transactions are recognized in the Profit & Loss Account. Monetary assets and liabilities at the rates prevailing on the balance sheet date.

### 1.11 Foreign currency translation

In case of the Consolidated Accounts, the summarized revenue and expense transactions reflected in Profit & Loss Account have been translated into Indian Rupees at an average of average monthly exchange rate. The assets and liabilities in the Balance Sheet have been translated into Indian Rupees at the closing exchange rate at the year-end. The resultant translation exchange gain/ loss have been disclosed as Exchange Fluctuation Reserve which is reflected under Reserves and Surplus.

## SCHEDULES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### 1.12 Employee Benefits :

- (a) Short-term employee benefits – Employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and are recognized in the period in which the employee renders the related service.
- (b) Post employment benefits (defined benefit plans) – The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on an actuarial valuation using the projected unit credit method. Actuarial gains and losses are recognized immediately in the Profit and Loss account.
- (c) Post employment benefits (defined contribution plans) – Contributions to the provident fund is defined contribution scheme and is recognized as an expense in the Profit and Loss account in the period in which the contribution is due.
- (d) Long-term employee benefits – Long-term employee benefits comprise of compensated absences and other employee incentives. These are measured based on an actuarial valuation carried out by an independent actuary at each Balance Sheet date unless they are insignificant. Actuarial gains and losses and past service costs are recognized immediately in the Profit and Loss account.

#### 1.13 Taxation

Income-tax comprises of current tax and fringe benefit tax (i.e. amount of tax for the period determined in accordance with the respective income-tax laws of each country) and deferred tax (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates

that have been enacted or substantially enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that they will be realized in future; however, where there is unabsorbed depreciation and carry forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each Balance Sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

Timing differences, which reverse within the tax holiday period, do not result in tax consequence and therefore no deferred taxes are recognized in respect of the same. For this purpose, the timing differences, which originate first, are considered to reverse first.

#### 1.14 Earning per Share (EPS)

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

Dilutive potential equity shares are deemed to be converted at the beginning of the year, unless they have been issued at a later date. The number of shares used for computing the diluted EPS is the weighted average number of shares outstanding during the year after considering the dilutive potential equity shares.

#### 1.15 Provisions and Contingencies

Provisions are recognized when the Company has a present obligation as a result of a past event, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made.

Contingent liabilities are not provided for and are disclosed by way of notes to accounts, where there is an obligation that may, but probably will not, require an outflow of resources.

## SCHEDULES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Where there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are neither recognized nor disclosed in the financial statements.

#### 2. Contingent Liabilities

Particulars	As at March 31, 2009 Rs.	As at March 31, 2008 Rs.
<b>Contingent Liabilities :</b>		
Outstanding Guarantees*	7,079,000	6,739,270
<b>Estimated amount of claims against the company not acknowledged as debts in respect of :</b>		
Disputed demand for Income Taxes	26,179,658	Nil

\* The guarantees are secured by Fixed Deposits worth Rs. 5,632,369 (Previous year Rs. 2,580,872).

3. The Company has obtained Post Shipment Line of Credit and Term Loan from State Bank of India. The amount, which is due for repayment within 1 year from the date of Balance Sheet towards Post Shipment Line of Credit is Rs. 46 (Previous Year Rs. 33,859,650) and Term Loan is Rs. Nil (Previous Year Rs. 6,666,672).

Post Shipment Line of Credit facility is Secured by Hypothecation of entire current assets and Export Bills and further secured by

- Hypothecation of all existing and future movable and immovable equipments, fixtures and all other assets owned by the company.
- Lien on Short Term Deposit Receipt of Rs. 8,119,415 (Previous year Rs. 7,533,426)
- Personal guarantees of Whole-time director, Managing Director and Executive Director of the company.
- Pledge of Promoter Shares having a Market Value of Rs. 22,009,288 (Previous year Rs. 13,107,317) as on 31st March, 2009.

During the year the Company has repaid entire amount of Term Loan availed from State Bank of India.

#### 4. Leases

- a) Finance Lease : The Company has taken a Car and Computer Software & Hardware under finance lease. Lease rentals payable in respect of these leases are as follows:

Particulars	As at March 31, 2009 Rs.	As at March 31, 2008 Rs.
Not later than 1 year	1,197,065	1,372,137
Later than 1 year but not later than 5 years	NIL	1,197,065

# GENESYS INTERNATIONAL CORPORATION LIMITED

## SCHEDULES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

- b) Operating Lease : The Company has operating lease arrangements in respect of computers. The aggregate of lease rentals payable on these lease arrangements are charged as computer hiring charges under Operating and other costs in schedule J.

The Company has placed a refundable deposit of Rs. 277,854/- (Previous year Rs. 277,854/-) in respect of these leasing arrangements. Future lease rentals payable in respect these lease are as follows:

Period	As at March 31, 2009 Rs.	As at March 31, 2008 Rs.
Not later than 1 year	4,161,871	6,801,981
Later than 1 year but not later than 5 years	NIL	4,161,871

#### 5. Particulars of Managerial Remuneration :

Period	As at March 31, 2009 Rs.	As at March 31, 2008 Rs.
Salary and allowances	10,695,000	9,962,718
Commission to Non-executive director	2,400,000	1,400,000
<b>Total</b>	<b>13,095,000</b>	<b>11,362,718</b>

#### 6. Employee Benefits:

##### (I) Post-employment benefits plans

##### (a) Defined Contribution Plans –

In respect of the defined contribution plans, an amount of Rs. 7,953,383 (Previous Year Rs. 4,617,065) has been recognized in the Profit & Loss account for the year.

##### (b) Defined Benefit Plans –

- (i) The liability in respect of gratuity and leave encashment is determined as per actuarial valuation carried out as at Balance Sheet date. The present value of the obligation under such plan is determined using the projected unit credit method. Actuarial gains and losses are recognized in the Profit & Loss account for the period in which they occur

##### (ii) Principal actuarial assumptions :

Particulars	FY 2008-09		FY 2007-08	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Rs.	Rs.	Rs.	Rs.
Discount Rate	6.5% p.a.	6.5% p.a.	8% p.a.	8% p.a.
Salary Escalation	12% p.a.	12% p.a.	8% p.a.	8% p.a.

**SCHEDULES****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

## (iii) Reconciliation of Benefit Obligation :

Particulars	FY 2008-09		FY 2007-08	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Rs.	Rs.	Rs.	Rs.
Liability at the beginning of the year	8,646,310	3,609,906	2,644,070	3,778,346
Interest Cost	562,010	433,188	211,526	302,268
Current Service Cost	27,573,947	7,555,710	1,527,979	671,072
Benefit Paid	740,886	542,968	889,493	886,156
Actuarial (Gain)/ Loss on Obligations	2,154,904	8,875,322	5,152,228	(255,624)
Amount recognized and disclosed under the head "Provision for Employees Benefits"	38,196,285	19,931,158	8,646,310	3,609,906

## (iv) Expenses recognized in the Profit &amp; Loss Account under the head Personnel Expenses :

Particulars	FY 2008-09		FY 2007-08	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Rs.	Rs.	Rs.	Rs.
Current Service Cost	27,573,947	7,555,710	1,527,979	671,072
Interest Cost	562,010	433,188	211,526	302,268
Net Actuarial (Gain)/ Loss recognized	2,154,904	8,875,322	5,152,228	(255,624)
Expenses recognized in Profit and Loss account	30,290,861	16,864,220	6,891,733	717,716

## (v) Details of provision for employee benefits recognized in the Balance Sheet :

Particulars	FY 2008-09		FY 2007-08	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Rs.	Rs.	Rs.	Rs.
Liability at the end of the year	38,196,285	19,931,158	8,646,310	3,609,906
Fair Value of Plan assets at the end of the year	-	-	-	-
Difference	38,196,285	19,931,158	8,646,310	3,609,906
Amount shown in Balance Sheet	38,196,285	19,931,158	8,646,310	3,609,906

# GENESYS INTERNATIONAL CORPORATION LIMITED

## SCHEDULES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### 7. Related party transactions:

List of Related Parties:-

##### A. Key Management Personnel

Name of Personnel	Designation
Mr. Sajid Malik	Chairman & Managing Director
Mrs. Saroja Malik	Whole-time Director
Mr. Sohel Malik	Executive Director
Mr. Om Hemrajani	Director – Aerial Surveyor Ltd.
Col. J. Jacob	President – Photogrammetry & GIS

##### B. Principal Shareholder

M/s Kilam Holdings Ltd.

Details of Transactions with related parties are as follows: (Amount in Rs.)

	Year ended 31st March 2009	Year ended 31st March 2008
Remuneration to Key Managerial Personnel:		
Mr. Sajid Malik	4,860,000	4,747,025
Mrs. Saroja Malik	975,000	975,000
Col. J. Jacob	3,500,000	2,400,000
Mr. Sohel Malik	4,860,000	4,240,693
	<b>14,195,000</b>	<b>12,362,718</b>

8. (a) The Company operates only in single Primary Segment i.e. GIS based services for the purpose of AS – 17 Segmental reporting.

(b) The disclosure requirement for Secondary Segment as per the Accounting Standard 17 is as under:

SECONDARY SEGMENT (Geographical Segment based on Sales Continentwise)	(Amount in Rs.)	
Segment Revenue	FY 2008 – 2009	FY 2007 – 2008
North America	700,423,231	353,948,428
Europe	107,353,489	105,866,312
Middle East	30,941	15,697
Austral Asia	18,790,055	13,181,393
Asia	8,821,725	(166,743)
<b>Total Revenue from Operations</b>	<b>835,419,441</b>	<b>472,845,087</b>

#### 9. Earnings per share:

Sr. No. Particulars	As at March 31, 2009	As at March 31, 2008
1. Number of Equity Shares	14,923,756	11,568,756
2. Number of Equity Shares after potential dilution	14,923,756	13,878,756
3. Weighted average number of Equity outstanding during the year	14,085,290	11,568,756
4. Net Profit after tax	Rs. 309,836,007	Rs. 149,865,903
5. Basic EPS	Rs. 22	Rs. 12.95
6. Diluted EPS	Rs. 22	Rs. 10.80
7. Nominal Value of shares	Rs. 10	Rs. 10



# SCHEDULES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10. (a) In accordance with the Accounting Standard – 22 (AS – 22) “Accounting for Taxes on Income” issued by the Institute of Chartered Accountants of India which became mandatory from 1st April 2001, the Company has considered the effect of timing differences and accordingly accounted for Deferred Tax.

The Company’s operations in India are entitled to a tax holiday under Section 10 A of Indian Income Tax Act, 1961. Deferred Tax Assets and Liabilities as at the balance sheet date resulting from timing differences between book profit and tax profit are not considered to the extent they are expected to get reversed within the tax holiday period. The break-up of net deferred tax assets/(liability) is as under -

Particulars	Year ended 31st March 2009 Rs.	Year ended 31st March 2008 Rs.
<b>Deferred Tax Assets</b>		
Provision for Employee Benefits	19,755,459	4,165,888
Provision for Doubtful Debts	-	3,285,579
	<b>19,755,459</b>	<b>7,451,467</b>
<b>Deferred Tax Liability</b>		
Fixed Assets (Depreciation/Amortization)	5,783,290	6,057,839
<b>Net Deferred Tax (Liability)/Assets</b>	<b>13,972,169</b>	<b>1,393,628</b>

Net Deferred Tax Benefit of Rs. 13,972,169 for the current year has been recognized in the Profit & Loss account (Previous year Rs. Nil).

11. Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with the parent company’s financial statements.
12. Current year figures are not comparable with the figures of the previous year since company has consolidated operations of joint venture company GeODC Limited from 28<sup>th</sup> October, 2008.
13. Figures for previous year have been re-grouped/re-classified wherever necessary to conform to current year’s presentation.

As per our Report of even date attached

For **CONTRACTOR, NAYAK & KISHNADWALA**  
**CHARTERED ACCOUNTANTS**

**SAROJ MANIAR**  
PARTNER  
Membership No. 40803  
10<sup>th</sup> August, 2009  
MUMBAI

For and on behalf of the Board Of Directors

**SAJID MALIK**  
**HEMANT MAJETHIA**  
**GANAPATHY VISHWANATHAN**  
**SUNIL DHAGE**

CHAIRMAN & MANAGING DIRECTOR  
DIRECTOR  
DIRECTOR  
COMPANY SECRETARY

# GENESYS INTERNATIONAL CORPORATION LIMITED

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

PARTICULARS	2009		2008	
	Rs.	Rs.	Rs.	Rs.
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit after tax and extraordinary items		309,836,007		149,865,902
Adjustments for:				
Depreciation & Amortisation	22,348,954		22,086,169	
Interest & Dividend/Gains from securities	(25,093,140)		(3,347,365)	
Provision for Current Tax	9,875,000		5,100,000	
Deferred Tax Credit	(13,972,169)		-	
Provision for Fringe Benefit Tax	1,781,338		1,269,400	
Provision for Wealth Tax	28,000			
Tax Provision for Earlier Years	-		30,000	
Interest Paid	3,776,923		3,021,640	
Unrealised Loss	10,732,741		3,206,149	
Miscellaneous Expenditure written off	-		6,418	
Provision for Doubtful Debts	39,948,338		4,571,380	
Provision for Diminution in value of Investments	15,000,000		-	
Loss / (Profit) on sale of fixed assets	-		90,094	
		64,425,985		36,033,884
Operating Profit before working capital changes		374,261,992		185,899,786
Add/(Less) : Increase/Decrease in Operating Working Capital				
(Increase)/Decrease in Trade Receivable	15,848,968		(107,936,609)	
(Increase)/Decrease in Work in Progress	4,416,268		(4,771,338)	
(Increase)/Decrease in Other Current Assets	(2,781,609)		(108,532)	
(Increase)/Decrease in Loans and Advances	(13,370,672)		(14,718,772)	
Increase/(Decrease) in Current Liabilities and Provisions	158,615,506		(7,706,524)	
		162,728,461		(135,241,775)
CASH GENERATED FROM OPERATIONS		536,990,453		50,658,011
Taxes (Paid) - (including TDS) / Refund received		(32,396,205)		(2,249,500)
NET CASH FLOW FROM OPERATING ACTIVITIES [A]		504,594,248		48,408,511
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of fixed assets (Including Capital Advances)	(138,076,061)		(75,998,674)	
Interest & Dividend/Gains from securities	25,093,140		3,347,365	
Sale of Fixed Asset	-		36,783	
Losses of Subsidiary Genesys Worldeye Ltd.	-		(126,283)	
Loan to other body corporates	(29,639,795)		(36,350,342)	
Investments in Mutual Fund	(169,486,305)		-	
Investments in Subsidiary/Joint Venture	1,417		106	
NET CASH USED IN INVESTING ACTIVITIES [B]		(312,107,604)		(109,091,045)
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Issue of Shares	57,370,500		-	
Net Proceeds / (Repayment) from / of Secured Loans	(49,071,993)		25,110,985	
Interest Paid	(3,776,923)		(3,021,640)	
Dividend & Dividend Tax Paid	(34,923,474)		-	
NET CASH FLOW FROM FINANCING ACTIVITIES [C]		(30,401,890)		22,089,345
NET INCREASE IN CASH & CASH EQUIVALENTS [A+B+C]		162,084,754		(38,593,189)
CASH & CASH EQUIVALENTS (OPENING BALANCE)		82,901,387		121,494,576
CASH & CASH EQUIVALENTS (CLOSING BALANCE)		244,986,141		82,901,387
Notes:				
<b>Breakup of Cash and cash equivalents - Closing balance</b>				
Cash on hand and balances with banks		240,895,389		82,810,688
Exchange difference on translation of foreign currency accounts / deposits		4,090,752		90,699
		244,986,141		82,901,387

This is the Cash Flow statement referred to in our report of even date.

For **CONTRACTOR, NAYAK & KISHNADWALA**  
**CHARTERED ACCOUNTANTS**

For and on behalf of the Board Of Directors

**SAROJ MANIAR**  
PARTNER  
Membership No. 40803  
10<sup>th</sup> August, 2009  
MUMBAI

**SAJID MALIK**  
**HEMANT MAJETHIA**  
**GANAPATHY VISHWANATHAN**  
**SUNIL DHAGE**

CHAIRMAN & MANAGING DIRECTOR  
DIRECTOR  
DIRECTOR  
COMPANY SECRETARY

**GENESYS INTERNATIONAL CORPORATION LIMITED**

Registered Office : 73-A, SDF-III, SEEPZ, Andheri (E), Mumbai - 400096

**ATTENDANCE SLIP**

(For physical holding)

(For Demat holding)

Regd. Folio No. ....

Client ID. ....

D.P. ID. ....

Number of Shares held .....

I Certify that I am a member / Proxy for the member of the Company.

I hereby record my presence at the Twenty-Seventh Annual General Meeting of the Company at Kohinoor Continental, Andheri-Kurla Road, Andheri (East), Mumbai - 400059, on Tuesday, 29th September, 2009 at 2.30 p.m.

Members' / Proxy's Name in Block Letters .....

Signature .....

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

.....CUT HERE.....

**GENESYS INTERNATIONAL CORPORATION LIMITED**

Registered Office : 73-A, SDF-III, SEEPZ, Andheri (E), Mumbai - 400096

**PROXY FORM**

(For physical holding)

(For Demat holding)

Regd. Folio No. ....

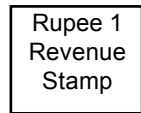
Client ID. ....

D.P. ID. ....

Number of Shares held .....

I / We.....of ..... being a member / members of the Company, hereby appoint .....of ..... or failing him / her..... of..... as my/our proxy to vote for me/us on my/our behalf at the Twenty-Seventh Annual General Meeting of the Company to be held at Kohinoor Continental, Andheri-Kurla Road, Andheri (East), Mumbai - 400059, on Tuesday, 29th September, 2009 at 2.30 p.m. and at any adjournment(s) thereof .

Signed this..... day of September, 2009



Signature \_\_\_\_\_

Note:

This form, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.







**GENESYS™**

**Genesys International Corporation Ltd.**

73-A, SDF-III SEEPZ, Andheri (East) Mumbai 400 096, India

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