

GENESYSSM

GENESYS INTERNATIONAL CORPORATION LIMITED
Bringing together people and technology



Annual Report 2018-19



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Geospatial Services consisting of application and database development, data conversion/migration, system integration & implementation and consulting services continues to be at the core of your Company's business strategy.

Dear Shareholders,

The 2018-19 financial year was another successful one for your company which continued to deliver on its strategic objectives set for the year. Your company continues to be at the forefront of delivering Advanced Turnkey Solutions by combining its highly skilled workforce with its cutting edge technology.

Geospatial Services consisting of application and database development, data conversion/migration, system integration & implementation and consulting services continues to be at the core of your Company's business strategy.

Customized solutions have gained solid growth in the recent past, especially in the utilities, infrastructure and transportation industry delivering packaged solutions. Disruptive technologies driving the industry enabling new user segments from various economic sectors realizing the value of GIS/ Spatial Analytics.

Cloud Computing, Big Data Analytics, and the Internet of Things (IoT) are the key drivers of the GIS and Spatial Analytics market. Today, the majority of GIS services such as maps database, imagery, and base maps are all available in the cloud, enabling effortless computing and analytics on the geographic information systems. Cloud computing enables users to consume geospatial data without having to worry about data storage, data security, and other privacy concerns.



Governments across the world are implementing digitization of their citizen services, and GIS is seen as an important tool for e-governance initiatives, and to add efficient and transparent service deliveries.

GIS and Spatial Analytics segment forms the core of the industry value chain, receiving large amounts of spatial and non-spatial data from all sources so as to derive actionable insights. Big Data Analytics has expanded the scope of applicability for GIS based solutions to create integrated and actionable contexts.

Although the inception of the GIS and Spatial Analytics industry began decades ago, this segment continues to be dominated by technology and business innovations.

Integration of GIS, 3D modeling, and virtual reality (VR) holds immense promise for sectors like infrastructure and urban planning. The GIS application is on the rise, capturing new user segments from various economic sectors realizing the gains from the integration of location/spatial analytics in their planning and workflows. Geospatial applications driven by AI are aiding end to end solutions in precision farming, disaster management, retail & logistics, navigation, etc.

Governments across the world are implementing digitization of their citizen services, and GIS is seen as an important tool for e-governance initiatives, and to add efficient and transparent service deliveries.

The increasing demand to build sustainable and efficient infrastructure due to rapid urbanization and population growth, the Engineering and Construction industry is going to be heavily reliant on GIS and BIM compliant processes.

One of the last entrants into to the GIS market, the BFSI sector, is expected to grow significantly being and already advanced user of ICT and Big Data, integrating GIS with the existing business processes is expected to be quicker in this sector.



OUR SERVICES

GEOSPATIAL ENGINEERING

Genesys specializes in the Collection, Creation, Update & Maintenance of data for Geospatial Information Systems. Genesys offers the full range of GIS services necessary for driving successful outcomes.

Our services have evolved with the experience of delivering GIS solutions to Enterprise and Public Sector over 20 years.

CONSULTING

Genesys offers strategic and result-oriented Geospatial Consulting Services backed by an experienced team of geospatial professionals. Our services include Mapping/GIS Needs Assessments, QA/QC Analysis and Project Design.

GIS ENGINEERING

GIS Data Capture and Analysis for Digital Photogrammetry Services, Cadastral Mapping, Topographical Mapping, Parcel mapping, Digitization services for Raster to Vector conversion, contour maps, topographic maps, zonal maps, cadastral maps, and utility maps. Creation of data to analyse and compare data of forestry, weather, vegetation, pollution, erosion, land use through Remote Sensing technology.

MAPPING

Map Production on variety of platform: ArcGIS, QGIS, ERDAS Imagine / ER Mapper, MapInfo and AutoCAD for Landcover, Water features, Street and road networks, Point of interest (Pol), Landmarks, Building footprints, etc.

3D AND HD MAPPING

Genesys is one of the few companies in the world with end to end capabilities in creating the next generation of GIS data required for special applications such as Autonomous driving, Smart Cities, City Planning, 5G/ RF Network Planning, etc.



LiDAR ENGINEERING

LiDAR Data Acquisition and Processing using Mobile, Aerial and Terrestrial technologies for various high precision end-uses such as Telecom fibre roll-out, Utilities Planning, Forestry & Agriculture, Oil & Gas, etc.

ENGINEERING SERVICES FOR TELCOS AND UTILITIES

Mapping of Utility network corridor and ROW considerations. Mapping, visualizing, analyzing, interpreting utility networks to reveal relationships & patterns. Legacy Modernization to the comprehensive GIS System. Recurring update and Maintenance of the Map data to reveal ground reality. Enriching Utilities Maps by leveraging disparate sources.



SOFTWARE DEVELOPMENT

Genesys has been in the forefront of designing and developing complex location based products and solutions for enterprises, government and consumers. Additionally, Genesys also has proven experience in executing end-to end enterprise GIS projects using both open source and industry popular GIS platforms.



WONOBO

Customisable India basemap & data with road network coverage of over 2.3 Mn km, 18 Mn building polygons and over 10 Mn Pols integrated with address database. Built-in web map interface integrated with one of its only kind 360° Panoramic Street data of top India cities. Navigable road network dataset for quicker implementation of complex routing algorithms and navigation. Mapdata is supported by APIs for ease of integration with enterprise applications and modules and augmenting native application functionalities.

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. Vineet Chopra

AUDITORS

M/s G.K.Choksi & Co.
Chartered Accountants

REGISTERED OFFICE

73-A, SDF-III,
SEEPZ, Andheri (East), Mumbai 400 096
Telephone: 91-22-4488 4488
Fascimile: 91-22-2829 0603
Web site: www.igenesys.com
Email: investors@igenesys.com
CIN No. : L65990MH1983PLC029197

BANKERS

State Bank of India
Punjab National Bank

REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana
Road, Marol, Andheri East,
Mumbai 400 059. Maharashtra.
Telephone : 91- 22- 6263 8200
Fax : 91- 22- 6263 8299
E-mail : investor@bigshareonline.com

DEVELOPMENT CENTRES & OTHER OFFICES

- I. 73A, 75B, 77A, 77B & 77C, SDF – III, SEEPZ, Andheri (East), Mumbai – 400 096
- II. Unit Nos. 103 & 104, Multistoried Building, SEEPZ, Andheri (East), Mumbai - 400 096
- III. Office No. 208, 29 Link Road, Lala Lajpat Rai Marg, Lajpat Nagar 3, New Delhi - 110 024

NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of Genesys International Corporation Limited will be held on Thursday, September 26, 2019 at 3.00 p.m. at, Kohinoor Continental, Andheri - Kurla Road, J. B. Nagar, Andheri - East, Mumbai - 400 059, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Accounts, Report of the Auditors and Directors thereon:

- To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Auditors and Board of Directors thereon.
- To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Auditors thereon.

2. Declaration of Dividend:

To declare dividend on equity shares for the financial year ended March 31, 2019.

3. Re-appointment of Directors retiring by rotation:

To appoint a director in place of Mr. Sohel Malik, who retires by rotation and, being eligible, offers himself for re-appointment.

4. Re-appointment of Auditors:

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. G. K. Choksi & Co., Chartered Accountants (Firm Registration No. 125442W), be and hereby re-appointed as Statutory Auditors of the Company from the conclusion of this 37th AGM until the conclusion of the 42nd AGM to be held in the year 2024 at such remuneration plus applicable tax and reimbursement of actual out of pocket expenses as may be mutually agreed between the Board of Directors of the Company (including a Committee thereof) and the Statutory Auditors.”

SPECIAL BUSINESS:

5. Re-appointment of Mr. Hemant Majethia (DIN: 00400473) as Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Hemant Majethia (DIN: 00400473), who was appointed as an Independent Director and who holds office of Independent Director up to September 28, 2019 and being eligible has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from September 29, 2019 to September 28, 2024.”

6. Re-appointment of Mr. Ganesh Acharya (DIN: 00702346) as Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ganesh Acharya (DIN: 00702346), who was appointed as an Independent Director and who holds office of Independent Director

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up to September 28, 2019 and being eligible has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from September 29, 2019 to September 28, 2024.”

7. To appoint Mr. Ganapathy Vishwanathan as Non-Executive Non Independent Director.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or enactment thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendations of the Nomination and Remuneration Committee and by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of Mr. Ganapathy Vishwanathan (DIN: 00400518) as a Non-Executive Non Independent Director of the Company effective from September 29, 2019 and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient or delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) or Authorised Representative(s) of the Company to give effect to this resolution.”

8. Payment of Commission to the Non-Executive Director(s) of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 197 and 198 and other applicable provisions of the Companies Act, 2013 and the Rules framed there

under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of Regulation 17 (a) & (c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded for payment of remuneration by way of commission to Non-Executive Director(s) i.e. Directors other than Managing or Whole Time Director, of an amount as may be decided and recommended by Nomination and Remuneration Committee and approved by the Board of Directors from time to time which shall not exceed 3 (three) percent of the net profits of the Company in a financial year computed as per the applicable provisions of the Companies Act, 2013 in addition to the GST as applicable, sitting fees for attending the meetings of Board of Directors or Committee thereof and reimbursement of expenses.”

9. Payment of remuneration to Mr. Ganapathy Vishwanathan, Non-Executive Non Independent Director.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time-to-time, including any statutory modifications or re-enactment thereof) inserted vide the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and effective from April 01, 2019 read with Sections 197 and 198 and other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Ganapathy Vishwanathan (DIN: 00400518), Non-Executive Non Independent Director, of an amount as may be decided and recommended by Nomination and Remuneration Committee and approved by the Board of Directors from time to time not exceeding 3 (three) percent of the net profits of the Company for the financial year 2019-20, plus GST as applicable, sitting fees for attending the meetings of Board of Directors or Committee thereof and reimbursement of expenses, and the remuneration may exceed 50% of the total annual remuneration payable to all Non-Executive Directors of the Company.”

10. Amendment of Genesys ESOP Scheme – 2017 incorporating a surrender clause.

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, the Memorandum and Articles of Association of the Company, the circulars and notifications issued by the Reserve Bank of India, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 (collectively referred to as “SEBI (SBEB) Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other rules, regulations and guidelines that may be issued by SEBI and/or such other authorities from time to time and subject to such other approvals, permissions and sanctions as may be necessary from time to time and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include Compensation Committee of the Board), the approval and consent of the members of the Company be and is hereby accorded for the insertion of the following clause for surrender

of Options by the eligible employees who have been granted shares under the Genesys ESOP Scheme-2017 of the company:

9A. Surrender of Options:

9A.1 An employee may surrender his vested / unvested Options at any time during his employment with the company.

9A.2 Any employee willing to surrender his Options shall communicate the same to the Administrator in the prescribed Form H. Thereafter the surrendered options shall expire and stand terminated with effect from the date of surrender of Options. Such Options will be treated as lapsed Options.”

By Order of the Board of Directors
For Genesys International Corporation Limited

Vineet Chopra
General Manager- Legal &
Company Secretary

Registered Office:
73A, SDF-III, SEEPZ,
Andheri (E), Mumbai - 400 096

Place: Mumbai
Dated: August 26, 2019

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The instrument appointing a proxy, duly completed, must be deposited with the Company at its Registered Office not less than 48 hours before the time of commencement of the Meeting. A proxy form is enclosed herewith.
5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting along with their copy of Annual Report.
7. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
9. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from September 20, 2019 to September 26, 2019 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
11. The dividend on Equity Shares of the Company as recommended by the Board of Directors of the Company at its meeting held on May 22, 2019, when approved by shareholders at the ensuing Annual General Meeting will be paid within a period of 30 days from the date of declaration (subject to the provisions of Companies Act, 2013) to those shareholders:
 - a) whose names appear as Beneficial Owners as at the close of business hours on Thursday, September 19, 2019 as per the list made available by the National Securities Depository Limited and the Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - b) Whose names appear as members after giving effect to the valid share transfers in physical form lodged with the Company / its Registrar and Transfer Agent on or before the close of business hours on Thursday, September 19, 2019 in respect of shares held in physical form.
12. In terms of section 124(5) of the Companies Act, 2013, dividend amount for the year ended March 31, 2012 remaining unclaimed for a period of seven years shall become due for transfer in November, 2019 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account. Members who have not claimed dividends in respect of the financial years from 2011-12 onwards are requested to approach the Company/Bigshare Services Pvt Ltd (RTA Agent) for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.
13. The members are requested to:
 - a) Intimate changes in their registered address, if any, to the Registrars, in respect of their holdings in physical form.
 - b) Notify immediately, any change in their registered address or Bank mandate, to their Depository Participants and not to the Company or Registrars, in respect of their holdings in electronic form.
14. Non-Resident Indian Shareholders are requested to inform the Company immediately:

- a) Any 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.
15. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making nominations may procure the prescribed Form SH-13 from the Registrar and Transfer Agent of the Company. Members holding shares in electronic form may contact their respective depository participants for availing the said facility.
 16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
 17. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 01, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.
 18. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your E-mail Address with your Depository Participant to enable us to communicate with you via E-mail.
 19. Copies of the Annual Report 2018-19 are being sent by electronic mode to all the members whose E-mail Addresses are registered with the Company / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their E-mail Addresses, physical copies of the Annual Report 2018-19 are being sent by the permitted mode.
 20. The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its members through electronic mode. Accordingly, the Notice of the Thirty Seventh Annual General Meeting and instructions for E-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the members whose E-mail Addresses are registered with the Company / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their E-mail Addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
21. Members may also note that the Notice of the Thirty Seventh Annual General Meeting and the Annual Report 2018-19 will be available on the Company's website www.igenesys.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at investors@igenesys.com.
 22. Members desiring any information relating to Annual Accounts of the Company for the year ended March 31, 2019 are requested to write to the Company at least 5 days before the date of Annual General Meeting, so as to enable the management to keep information ready.
 23. Members are requested to handover the attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.
- 24. VOTING THROUGH ELECTRONIC MEANS**
- In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and sub-regulation (1) of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting (AGM) by Remote e-voting i.e. the facility of casting votes by a member using an electronic voting system from a place other than venue of the annual general meeting. Remote e-voting facility will be provided by Central Depository Services Limited (CDSL).

The instructions for e-voting are as under:

- A. The shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date viz. Thursday, September 19, 2019 may cast their vote electronically.
- B. A shareholder can opt for only one mode of voting i.e. remote e-voting or voting through ballot or voting at venue of AGM. In case a shareholder votes through remote e-voting as well as sends his/ her vote through ballot form, the vote cast through remote e-voting shall be considered and the voting through physical ballot shall not be considered by the scrutinizer.
- C. The shareholders who have cast their votes either through remote e-voting or ballot shall be entitled to attend the meeting, however, shall not be allowed to cast their vote again at the venue of the annual general meeting.
- D. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
- E. The Company has appointed M/s DSM & Associates, Company Secretaries in Practice (CP No 9394) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- F. The Scrutinizer shall immediately after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 (Three) days after the conclusion of the Annual General Meeting to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- G. The result of voting will also be placed at the website of the Company viz. www.igenesys.com and also on www.cdslindia.com.
- H. The scrutinizer's decision on the validity of all kinds of voting will be final.

Instructions for Remote E-Voting

- I. The remote e-voting period will commence at 9.00 a.m. on Monday, September 23, 2019 and will end at 5.00 p.m. on Wednesday, September 25, 2019. During this period the eligible Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at meeting
- III. The shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Click on Shareholders.
- V. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

| | |
|--|---|
| PAN | <p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter your bank details or Date of Birth in dd/mm/yyyy format as recorded with your depository participant in case of electronic shares or with the company in respect of physical shares in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned above. |

IX. After entering these details appropriately, click on "SUBMIT" tab.

X. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

XII. Now select the Electronic Voting Sequence Number (EVSN) of "Genesys International Corporation Ltd" on which you choose to vote.

XIII. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the resolution and option "NO" implies that you dissent to the resolution.

XIV. Click on the "Resolutions File Link" if you wish to view the entire resolutions.

XV. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

XVI. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

XVII. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

XVIII. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XIX. ADDITIONAL INSTRUCTIONS FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

a. Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

XX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under “Help” section or write an email to helpdesk.evoting@cdslindia.com.

INSTRUCTIONS FOR VOTING THROUGH BALLOT

The Company is providing the facility of ballot form to those shareholders, who do not have access to remote e-voting in respect of the resolutions as set out in this notice. The ballot form with instructions is enclosed along with the Annual Report. The last date for receiving the ballot form will be Wednesday, September 25, 2019 on or before 5.00 p.m. Ballot forms received after this date shall not be considered.

A shareholder may download duplicate ballot form from the website of the Company forming part of Annual Report.

Detailed instructions for voting are provided in the ballot form.

The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM through poll papers.

A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

Explanatory statement pursuant to Sections 102 of the Companies Act, 2013

The following Explanatory Statement sets out all material facts relating to Resolution No. 4 to 10 of the notice

Item No. 4:

Based on the recommendation of Audit Committee, the Board of Directors of the Company in its meeting held on May 22, 2019 had approved the re-appointment of M/s. G. K. Choksi & Co., Chartered Accountants (Firm Registration No. 125442W), as the statutory auditor of the Company for second term of five years subject to approval of members in 37th Annual General Meeting at a remuneration plus Goods & Service Tax & re-imbursement of out-of-pocket expenses in connection with the audit as determined by

the Board of Directors of the Company in consultation with Audit Committee.

| | |
|----------------------------------|--|
| Name of the Auditor | M/s. G. K. Choksi & Co., Chartered Accountants (Firm Registration No. 125442W) |
| Terms of Appointment | Re-appointment for period of five years to hold office from the conclusion of the forthcoming AGM till conclusion of 42nd AGM of the Company. |
| Brief Credentials of the Auditor | A firm of Chartered Accountants having been established in the year June 19, 2004, primarily engaged in providing audit, assurance and consultancy in direct and indirect taxation services. |
| Proposed Remuneration | ₹ 10,25,000/- (Rupees Ten lakh Twenty Five Thousand Only) plus Goods & Service Tax and reimbursement of out of expenses, which may be reviewed from time to time. |

The Board recommends the Ordinary Resolution at Item No. 4 of the accompanying Notice for approval by the Members. None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the passing of the Resolution at Item No. 4.

Item no. 5 & 6:

As per provisions of Section 149, 152, Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and erstwhile clause 49 of the Listing Agreement with the Stock Exchanges, the Company had appointed Mr. Hemant Majethia (DIN: 00400473) and Mr. Ganesh Acharya (DIN: 00702346) as Independent Directors on the Board of the Company for a period of five years w.e.f. September 29, 2014. They hold office as Independent Directors of the Company upto September 28, 2019 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act) and are eligible for re-appointment for another term under the applicable provisions of Companies Act, 2013 read with applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The Nomination and Remuneration Committee of the Board of Directors, based on the performance evaluation has recommended re-appointment of Mr. Hemant Majethia and Mr. Ganesh Acharya as Independent Directors for a second term of five consecutive years effective from September 29, 2019. Hence, the Board, based on the performance evaluation and as per the recommendation of

the Nomination and Remuneration Committee, considers that, the continued association of Mr. Hemant Majethia and Mr. Ganesh Acharya would be beneficial to the Company.

Requisite notice under section 160 of the Act, proposing the re-appointment of Mr. Hemant Majethia and Mr. Ganesh Acharya as Independent Directors has been received by the Company.

Mr. Hemant Majethia and Mr. Ganesh Acharya are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declaration from Mr. Hemant Majethia and Mr. Ganesh Acharya that they meet with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation').

The details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 5 and 6 forms part of this Notice.

Copies of draft letters of appointment of Mr. Hemant Majethia and Mr. Ganesh Acharya setting out the terms and conditions of appointment are available for inspection by the members at the head office/registered office as well as Corporate Office of the Company.

Mr. Hemant Majethia and Mr. Ganesh Acharya are interested in the resolutions set out respectively at Item Nos. 5 and 6 of the Notice with regard to their respective re-appointments. The relatives of Mr. Hemant Majethia and Mr. Ganesh Acharya may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolutions set out in the Item Nos. 5 and 6 of the accompanying Notice for the approval by the Members of the Company.

Item No. 7 and 9

Mr. Ganapathy Vishwanathan, a Commerce Graduate is a Chartered Accountant, Company Secretary and Cost Accountant having more than 25 years of professional experience.

He was appointed as an Independent Director at the 32nd AGM for a period of five years commencing from

September 29, 2014 till September 28, 2019. He is also the Chairman of Audit Committee. He has expertise in the field of (a) Corporate finance & investment banking encompassing areas in capital markets such as capital structuring, equity & debt syndication, mergers, demergers & acquisition (b) Financial Accounting & taxation (c) Company Law & FEMA and (d) advising corporates on business strategy from commercial / financial standpoint & advising on enhancement of shareholder value.

While the Board had proposed Mr. Ganapathy Vishwanathan to be re-appointed as an Independent Director for the second term, the Nomination and Remuneration Committee and the Board is now of the view that designating Mr. Ganapathy Vishwanathan as a Non Executive Non Independent Director will enable the Company to utilize his expertise in a better manner and will certainly be in the interest of Company, therefore, the Board proposes to change his designation as a Non Executive Non Independent Director.

Requisite notice under section 160 of the Act, proposing the appointment of Mr. Ganapathy Vishwanathan as Non Executive Non Independent Director has been received by the Company.

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required every year, if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together.

The Nomination and Remuneration Committee recommended to the Board of Directors the remuneration payable to Mr. Ganapathy Vishwanathan not exceeding 3(three) percent of the net profits of the Company in any fiscal year computed in the manner provided in Section 197 and 198 of the Companies Act, 2013 plus GST at the applicable rate, sitting fees and reimbursement of expenses. Approval of shareholders is therefore sought to pass this resolution as Special Resolution.

Except for Mr. Ganapathy Vishwanathan and his relatives, none of the Directors / Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No. 8

As per Section 197 (1) of Companies Act, 2013 the remuneration payable to directors who are neither managing directors or whole-time directors shall not exceed 1% of the net profits of the company, if there is a managing or whole-time director or manager.

The Company can pay beyond the aforesaid limit by way of an approval in general meeting by a special resolution.

As per Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Board of Directors shall recommend all fees or compensation, if any, to be paid to Non-Executive Directors, including Independent Directors and shall require approval of the Shareholders in a general meeting.

Further pursuant to Regulation 17(6)(c) of the Listing Regulations, the approval sought under Regulation 17(6) (a) shall specify the limits for the maximum number of Stock Options that may be granted to the Non-Executive Directors, in any financial year and in aggregate.

The Non Executive Directors bring with them significant professional expertise and rich experience across a wide spectrum of functional areas. The Board is of the view that it is necessary to pay remuneration to the Non-Executive Directors commensurate with their roles and responsibilities and the Board should have flexibility in determining the amount payable to Non-Executive Director(s). The Nomination and Remuneration Committee will recommend the maximum commission payable to each of the Non-Executive Directors while the Board of Directors will decide the maximum commission payable to each of the Non-Executive Director. The total commission to all the Non Executive directors put together shall not exceed 3 (three) percent of the net profits of the Company in any fiscal year (computed in the manner provided in Section 197 and 198 of the Companies Act, 2013) plus GST at the applicable rate, sitting fees and reimbursement of expenses.

The proposed remuneration to the Non-Executive Non Independent Directors is commensurate with the size and scale of the Company. Further the Company has not defaulted in payment of its dues to any Banks/Financial Institutions/Secured Creditors.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the concerned Non-executive Directors are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item No.8 of the Notice.

The Board recommends passing of Special Resolution set out at Item No. 08 of the Notice for approval by the members.

Item No. 10

The Company had granted Stock Options to eligible employees under the ESOP Scheme 2017.

The Options were granted to eligible employees, vesting whereof was based on fulfillment of pre-determined performance based milestones. Inability in achieving the milestones in the wake of weak business conditions & further, given the significant fall in the market price of the Company's shares, the Options have become unattractive, thereby prompting employees to approach the Compensation Committee for surrendering the Stock Options.

The ESOP 2017 Scheme does not have a provision for voluntary surrender of the Options granted to the employees.

As per the SEBI Guidelines, a separate resolution is required to be passed if there is a variation in the terms of the Employee Stock Option Scheme.

None of the directors is interested in this resolution except to the extent of the securities that may be offered to them under the scheme.

The Board recommends passing of Special Resolution set out at Item No. 10 of the Notice for approval by the members.

By Order of the Board of Directors
For **Genesys International Corporation Limited**

Vineet Chopra
General Manager- Legal &
Company Secretary

Registered Office:
73A, SDF-III, SEEPZ,
Andheri (E), Mumbai - 400 096

Place: Mumbai
Dated: August 26, 2019

PROFILE OF DIRECTORS BEING APPOINTED/RE-APPOINTED

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and clause 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, the particulars of Directors who are proposed to be appointed/re-appointed are given below:

| Name of the Director | Mr. Sohel Malik | Mr. Ganapathy Vishwanathan | Mr. Ganesh Acharya | Mr. Hemant Majethia |
|--|---|---|--|--|
| Nature of Resolution | Re-appointment of Director (Retire by rotation) | Re-appointment as Non – executive | Re-appointment as Independent Director | Re-appointment as Independent Director |
| Date of Birth | April 24, 1965 | March 27, 1964 | March 14, 1965 | May 24, 1966 |
| Date of appointment | January 17, 2000 | March 27, 2001 | March 27, 2002 | January 17, 2000 |
| Director Identification Number | 00987676 | 00400518 | 00702346 | 00400473 |
| Qualifications | Engineer (North-eastern University, USA) | B.com, ACA, Grad CWA, CS | Bachelor of Commerce (Hon.) | B.Com., ACA |
| Expertise in specific functional areas | IT & ITES related Consultancy, Marketing | Corporate Finance & Investment Banking, Financial Accounting & Taxation, Company Law & FEMA & advising corporates on Business Strategy and enhancement of shareholder value. | International Business and Corporate Management | Corporate Finance, Capital Markets Intermediation and Research |
| Other Companies in which he is Director excluding Directorship in Private and companies under Section 8 of the Companies Act , 2013 | NIL | 1. GI Engineering Solutions Limited 2. Ventura Commodities Limited 3. Ventura Securities Limited | 1. Ventura Guaranty Limited 2. GI Engineering Solutions Limited 3. Genesys Virtual World Limited | 1. Ventura Guaranty Limited 2. Ventura Securities Limited 3. Ventura Commodities Limited |
| Chairman / Member of Committees of Genesys International Corporation Limited | NIL | Chairman:- Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee Member:- CSR Committee, Compensation Committee, Executive Committee | Member:- Audit Committee & Nomination and Remuneration Committee | Member:- Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee |

| | | | | |
|--|--|---|---|---|
| Chairman / Member of Committees of Other Companies | NIL | GI Engineering Solutions Limited Chairman:- Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee | GI Engineering Solutions Limited Member:- Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee | Ventura Guaranty Limited Member:- Nomination and Remuneration Committee |
| Number of Equity Shares held in the Company | 1,000 shares | 50,372 shares | 49,974 shares | 10,304 shares |
| Non – executive Director remuneration drawn during the FY 2018 – 19 | | ₹1,131,000/- | ₹26,000/- | ₹28,000/- |
| Details of proposed Remuneration of non-executive director | - | Sitting fees and commission as may be approved by the Board of Directors in accordance with applicable provisions of law. | Sitting fees and commission as may be approved by the Board of Directors in accordance with applicable provisions of law. | Sitting fees and commission as may be approved by the Board of Directors in accordance with applicable provisions of law. |
| Relationship between Directors | Mr. Sohel Malik is son of Mrs. Saroja Malik and brother of Mr. Sajid Malik | Not related to any other Director, Manager and Key Managerial Personnel. | Not related to any other Director Manager and Key Managerial Personnel. | Not related to any other Director Manager and Key Managerial Personnel. |

DIRECTORS' REPORT

To,

The Members of

Genesys International Corporation Limited

Your Directors present with immense pleasure the 37th Annual Report on the business and operations of your Company along with the Audited Financial Statements for the financial year ended March 31, 2019.

1. RESULT OF OPERATIONS

The financial highlights of the Company, for the financial year ended March 31, 2019 is summarized below:

(₹ in lakhs)

| Particulars | Standalone | | Consolidated | |
|---|------------|-----------|--------------|------------|
| | 31-Mar-19 | 31-Mar-18 | 31-Mar-19 | 31-Mar-18 |
| Revenue from Operations | 11,879.34 | 11,888.74 | 11,473.09 | 11,376.74 |
| Other Income | 387.78 | 447.13 | 294.45 | 395.62 |
| Total Income (A) | 12,267.12 | 12,335.87 | 11,767.54 | 11,772.36 |
| Total Expenses (B) | 10,741.99 | 8,469.61 | 11,730.49 | 9,421.01 |
| Profit Before Tax (C=A-B) | 1,525.13 | 3,866.26 | 37.05 | 2,351.35 |
| Tax Expenses (D) | 295.5 | 765.77 | 410.26 | 649.92 |
| Net Profit After Tax (E= C-D) | 1,229.63 | 3,100.49 | (373.21) | 1,701.43 |
| Add: Share of Profit/(Loss) of Associates (F) | - | - | - | (0.84) |
| Net Profit for the year (G=E+F) | 1,229.63 | 3,100.49 | (373.21) | 1,700.58 |
| Other Comprehensive Income / Expenses for the year (Net of taxes) (H) | 25.24 | (14.78) | 25.24 | (15.27) |
| Total Comprehensive Income for the year carried to other Equity(I= G+H) | 1,254.87 | 3,085.71 | (347.97) | 1,685.31 |
| Total Comprehensive Income for the year attributable to- | | | | |
| -Non Controlling Interest | - | - | (910.19) | (1,049.24) |
| -Equity Shareholders of the company | 1,254.87 | 3,085.71 | 562.22 | 2,734.54 |

2. DIVIDEND

Your Directors are pleased to recommend a dividend of 2.50% i.e. Re. 0.125/- per equity share of Face Value of ₹ 5/- each aggregating to ₹ 38.89 Lakhs subject to approval of shareholders for the financial year 2018-19. (Previous Year ₹ 38.69 Lakhs)

3. COMPANY OPERATIONS AND FUTURE OUTLOOK:

At a macro level Genesys' investments are broadly aligned with our priorities. We surely see an opportunity for increasing aspirations and investments in some markets and business verticals.

This means consolidating our India market share with core offering – Survey & Mapping with sharp focus on Telecom (Fibre and 5G roll-outs), Infra and Urban which are largely Government policy led. At the same time, there are exciting new opportunities shaping up on the Enterprise business side with e-Commerce, Digital, Logistics, Construction, Real Estate/ Facility Management, etc. Genesys' business of Geospatial Services is spread almost equally between public and private sector.

In the medium term, your company is focused on building Emerging Businesses and establishing Geo presence that will form a solid platform for tomorrow's growth. We see several whitespaces for our differentiated offering in 3D Mapping and differentiated GIS services in the International markets. While we continue our focus on HD Maps and content for ADAS and Autonomous Driving ecosystem, there are adjacencies in machine learning based Image Processing/ Annotation and AI Algorithms for which we have developed in-house capabilities.

On the productivity front, the company continues to invest in development of tooling and algorithms which will help us decouple the revenue from headcount. Investments in Image recognition, Artificial Intelligence, Machine Learning, has begun bearing fruit and also opened up new business opportunities that require data processing and production in large volumes.

On a Standalone basis, your Company registered a total turnover of ₹ 11,879.34 lakhs for the year as compared to ₹ 11,888.74 lakhs in the previous year. The profits after tax stood at ₹ 1,229.63 lakhs in the year 2018-19.

4. SHARE CAPITAL

During the year under review, your Company allotted 1,62,800 Equity Shares of ₹ 5/- each to the employees under the Genesys ESOP Scheme, 2010.

Consequently, the issued, subscribed and paid-up Equity Share Capital of the Company as on March 31, 2019 stood at ₹ 15,55,61,560 comprising of 3,11,12,312 Equity Shares of ₹ 5/- each.

The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

5. SUBSIDIARY & ASSOCIATES

Your Company has one subsidiary viz. A.N. Virtual World Tech Ltd, Cyprus and a step-down wholly owned subsidiary viz. Virtual World Spatial Technologies Private Limited and an Associate viz. Riransa Genesys Geomatics Private Limited.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 (Act) read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the subsidiary and associate company in the Form AOC-1 is annexed as “Annexure – A” and forms an integral part of this Report. Pursuant to the provisions of Section 136 of the Act, the financial statements along with the relevant documents and separate audited financial statements in respect of subsidiary is available on the website of the Company (www.igenesys.com).

The financial statements of the subsidiary company and related information are available for inspection by the members at the Registered Office during business hours on all days except Saturdays, Sundays and public holidays upto the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

DIRECTORS

Retirement by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sohel Malik, Executive Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

Re-appointment of Independent Directors

Mr. Ganapathy Vishwanathan, Mr. Hemant Majethia and Mr. Ganesh Acharya were appointed as Independent Directors at 32nd AGM for the term of five years which will expire on upto September 28, 2019. The Company has received declarations from Mr. Hemant Majethia and Mr. Ganesh Acharya of the Company, confirming that they meet the criteria of Independence as prescribed under section 149 (6) of the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations, 2015 and therefore, being proposed to be re-appointed as Independent Directors not liable to retire by rotation for a second term of five years w.e.f. September 29, 2019.

Appointment of Mr. Ganapathy Vishwanathan as Non Executive Non Independent Director liable to retire by rotation.

Mr. Ganapathy Vishwanathan was appointed as an Independent Directors wef September 29, 2014 at 32nd AGM for the term of five years which will expire on September 28, 2019. He has contributed immensely to the functioning of the Board and management has also benefitted from his advice. Based on the recommendation of Nomination and Remuneration Committee the Board of Directors at their meeting held on August 26, 2019 appointed him as a Non-Executive Non-Independent liable to retire by rotation subject to approval of members in this AGM. A Special Resolution containing terms of his appointment is included in Notice of ensuing AGM.

Details relating to the appointment / re-appointment are mentioned in the statement annexed to the Notice under section 102 of the Companies Act, 2013.

None of the Directors disqualifies for appointment/ re-appointment under Section 164 of the Companies Act, 2013.

7. MEETINGS OF THE BOARD

Seven (7) meetings of Board were held during the year under review. The details of meetings of Board and Committees have provided under the Corporate Governance Report which forms part of the Annual Report.

8. CORPORATE GOVERNANCE

The Company has adhered to the requirements of Corporate Governance and Disclosures as per Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate report on the Corporate Governance including Management Discussions and Analysis forms part of this Annual Report along

with a certificate from Mr. Raju Ananthanarayanan, Practicing Company Secretary.

9. EMPLOYEE STOCK OPTION SCHEME

“GENESYS ESOP SCHEME-2010’ and GENESYS ESOP SCHEME-2017’ (“the Scheme”) were introduced in accordance of the SEBI Guidelines for the employees of the Company. The Scheme is administered by the Compensation Committee of the Board of Directors. During the year 2018-19, the Company has not granted any Options under any scheme.

Disclosures in compliance with SEBI Guidelines, as amended from time to time, and Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 are set below:

| Sr. No. | Particulars Scheme | F.Y. 2018-19 | F.Y. 2018-19 |
|---------|--|--|---|
| | | Genesys ESOP Scheme 2010 | Genesys ESOP Scheme 2017 |
| 1. | Options Granted | Nil | NIL |
| 2. | Options Vested | 2,54,800 | NIL |
| 3. | Options Exercised | 1,65,200 | NIL |
| 4. | The total no. of shares arising as a result of options | 1,62,800 | NIL |
| 5. | Options Lapsed | 5,000 | 5,33,333 |
| 6. | Pricing Formula | Exercise Price of ₹ 26.00 per equity share | Exercise Price of ₹ 150.00 per equity share |
| 7. | Variation of terms of Options/Exercise Price | None | None |
| 8. | Money realize by exercise of Options | 95,13,400 | NIL |
| 9. | Total No. of Options in force | 3,35,200 | 4,66,667 |

There were no options granted to employees for the year ended March 31, 2019 as stated below :

| Category | Number of Options granted |
|--|---------------------------|
| Senior Managerial Personnel | Nil |
| Employee receiving grant of options in any one year of option amounting to 5% or more of options granted during the year | NA |
| Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital of the company at the time of grant | NA |

Diluted Earnings per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20: **Kindly refer note no. 37 forming part of notes to accounts.**

Where the company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options: **Kindly refer note no. 32 forming part of notes to accounts.**

10. AUDITORS

- a. M/s. G.K. Choksi & Co., Chartered Accountants, Mumbai (ICAI Registration No. 125442W) were appointed as the Statutory Auditors of the Company at the 32nd AGM for a period of five years upto the conclusion of the 37th AGM of the Company.

The Board of the Directors of the Company at its meeting held on May 22, 2019, pursuant to the recommendation of Audit Committee approved the re-appointment of M/s. G.K. Choksi & Co., Chartered Accountants, Mumbai

(ICAI Registration No. 125442W) as Auditors for a period of five years commencing from the conclusion of this Annual General Meeting till the conclusion of the 42nd Annual General Meeting of the Company to be held in the year 2024.

M/s. G.K. Choksi & Co., Chartered Accountants, Mumbai (ICAI Registration No. 125442W) have consented to the said appointment and confirmed that their re-appointment, if made, would be within the limits specified under section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141 (2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

11. AUDIT REPORT

The Audit Report for the financial year 2018-19 does not contain any qualifications, reservations or adverse marks. The auditor's report is enclosed to the financial statements. There are no frauds reported by the auditors of the Company under sub section 12 of section 143 of the Companies Act, 2013 during the financial year under review.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Roy Jacob & Co. Practising Company Secretaries (CP No. 8220) to conduct the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as "Annexure-B" The secretarial audit report does not contain any qualification, adverse observations/remarks.

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).

12. INTERNAL CONTROL SYSTEM & THEIR ADEQUACY

Your Company's internal control systems and processes commensurate with scale of operations of the Business.

Period reviews are carried out by the Internal Auditors and are subject to assessment and trial to provide reasonable assurance as to reliable information & compliance. The Internal Audit Report submitted by

the Internal Auditors, M/s. H. C. Vora & Associates for the year under review is apprised by the Audit Committee and noted by the Board.

13. NOMINATION AND REMUNERATION POLICY

During the year under review, the Company has revised the Nomination and Remuneration Policy, in accordance with the amendments to Section 178 of the Act and Listing Regulations. The salient features of the Policy and changes therein are set out in the Corporate Governance Report which forms part of this Annual Report. The said Policy *inter alia*, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Directors on the Board of the Company and persons holding Senior Management positions in the Company, including their remuneration and other matters as provided under Section 178 of the Act and Listing Regulations. The Policy is also available on the Company's website at www.igenesys.com

14. PERFORMANCE EVALUATION OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Board and Committees was carried out by the Board and Nomination & Remuneration Committee in accordance with the Board Performance Evaluation Policy of the Company through a structured evaluation process covering various aspects of the Boards functioning such as diversity in composition of the Board & Committees, its roles & responsibilities, experience & competencies, performance of specific/general duties & obligations and various other governance issues, etc.

The performance evaluation of the Chairman was carried on the grounds of Effectiveness, Leadership, Knowledge, Competency and on the basis of performance of the Company. The Independent Directors were evaluated on additional criteria of independence and applicability of independent views and judgment in the decision-making process of all matters considered important.

The performance evaluation of Non-Independent Directors was carried out by Independent Directors at a separately convened meeting, where performance of the Board as a whole was evaluated and reviewed.

15. RELATED PARTY TRANSACTIONS

The related party transactions entered into during the year under review were on arm's length basis, in the ordinary course of business and in compliance

with the Policy on Related Party Transactions of the Company.

The provisions of Section 188 of the Companies Act, 2013 and/or Regulation 23 of the SEBI (LODR) Regulations, 2015 were duly complied. The Related Party Transactions are placed before the Audit Committee and the Board for their approval on quarterly basis.

The details of the related party transactions as required is made in the notes to Financial Statements of the Company and in 'Form AOC-2' of the Rule 8 of the Companies (Accounts) Rules, 2014, which is annexed to this report as "Annexure-C". The related party transaction Policy as approved by the Board is uploaded on the Company's website at the following weblink: <http://www.igenesys.com/downloads/2015/Related%20Party%20Transactions%20Policy.pdf>

16. LOAN FROM DIRECTOR

During the year under review the Company received unsecured loans of ₹ 11.42 crore from Mr. Sajid Malik, Chairman and Managing Director of the Company. Further he has given declaration in writing to the effect that the amount is not being given out of funds acquired by him by borrowing or accepting loans or deposits from others.

17. RISK MANAGEMENT

The Company has a Risk Management Plan in place to assess and minimize risks arising out of the Company's operations and interactions. The Company's approach to mitigate business risks is through periodic review and reporting mechanism to the Audit Committee and the Board and thereby maximizing returns and minimizing risks.

18. WHISTLEBLOWER POLICY AND VIGIL MECHANISM

The Company has Whistleblower Policy and Vigil Mechanism to deal with instances of fraud and mismanagement, if any. The Whistleblower Policy and Vigil Mechanism is uploaded on the website of the Company at the following weblink: <http://www.igenesys.com/downloads/2015/Whistleblower%20Policy%20&%20Vigil%20Mechanism.pdf>

19. SEXUAL HARASSMENT

Your Company has zero tolerance towards any action on the part of any employee which may fall under the ambit of 'sexual harassment'. Your Company is committed to provide work environment that ensures every employee is treated with dignity & respect. As

required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013, the Company has implemented a Policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints and formed an Internal Complaints Committee. During the year under review, no complaints were reported.

20. CORPORATE SOCIAL RESPONSIBILITY

Your Company constituted a Committee on CSR comprising of Mr. Sajid Malik as Chairman, Mrs. Saroja Malik and Mr. Ganapathy Vishwanathan respectively, as members. The Committee is entrusted with the responsibility to formulate the CSR Policy in order to undertake activities of giving back to the Community by the Company.

The Company has initiated CSR activities and incurred ₹ 65 lakhs on CSR activities till date.

The CSR Policy of the Company is available on the website of the Company at <http://www.igenesys.com/downloads/2015/Corporate%20Social%20Responsibility%20Policy.pdf>

21. DEPOSITS

Your Company has not accepted or invited any deposits from the public or its employees during the year under review.

22. PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS

Particulars of loans given, investments made and guarantees given during the year as required under the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to the Financial Statements.

23. PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is been annexed to this report as "Annexure - D".

Having regard to the provisions of the first proviso to Section 136 of the Act, the details of remuneration of employees required under Rule 5(2) read with Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are excluded in the report sent to members. Members who are interested in obtaining the particulars may write to the Company Secretary at registered/ corporate office of the Company. The aforesaid information is available

for inspection 21 days before and up to the date of the ensuing AGM during the business hours on working days.

24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company being in GIS Spatial Technology industry which is not energy intensive, yet, we strive to conserve the energy in terms of optimum usage of its resources and equipments. Until now, there is no specific investment by the Company in this regard.

The information on technology absorption and foreign exchange earnings and outgo as required pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed to this Report as “Annexure - E”.

25. EXTRACT OF ANNUAL RETURN

In terms of the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return in ‘Form MGT-9’ as on March 31, 2019 is annexed to this Report as “Annexure - F”.

26. MATERIAL CHANGES AND COMMITMENTS OCCURRING BETWEEN MARCH 31, 2019 AND THE DATE OF THE REPORT

Except as disclosed elsewhere in this report, there are no material changes and commitments affecting the financial position of the Company as at the end of financial year to which it relates. Further, it is hereby confirmed that there has been no change in the business of the Company.

27. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

28. TRANSFER OF UNCLAIMED DIVIDEND AND EQUITY SHARES TO THE INVESTORS EDUCATION AND PROTECTION FUND.

The provisions of Sections 124 and 125 of the Companies Act, 2013 & the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), Companies are required to transfer shares on which dividend has

not been paid or claimed for 7 (seven) consecutive years or more to IEPF (Investor Education and Protection Fund) Suspense Account (to be opened in the name of the Company) within 30 (thirty) days of such shares becoming due to be transferred to IEPF.

Your Company had sent the notices to the respective shareholders who have not claimed their dividend for the last 7 (seven) consecutive years in order to initiate the procedure for transfer of shares in respect of the above rules on November 22, 2018. The said statement and notice is also available at the website of the Company viz. www.igenesys.com. In the view of the same, the Company transferred 205 equity shares of the face value of ₹5/- each to demat account of the IEPF authority. Details of such shareholders, whose shares are transferred to IEPF are available at the website of the Company viz. www.igenesys.com. Any member wanting to claim the same may write to the Company Secretary of the Company.

The details pursuant to the Dividend transferred to IEPF (Investor Education and Protection Fund) during the year under review is disclosed the Corporate Governance Report of this Report.

Both the unclaimed dividend and the shares once transferred to the IEPF can be claimed back by the concerned shareholders from the IEPF Authority after complying with the procedure prescribed under the said ‘IEPF Rules’.

29. DIRECTORS’ RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. In the preparation of annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- b. They have selected such accounting policies and applied them consistently and 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, 2019 and of the profits of the Company for that period;
- c. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d. They have prepared the annual accounts on a going concern basis;
- e. They have laid down proper internal financial controls to be followed by the Company and that the financial controls are adequate and operating effectively; and
- f. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that these systems are adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors acknowledges the efforts of its employees, at all levels, for their continued hardwork, dedication and commitment towards the growth of the Company.

The Directors also places on record continued support of its investors, clients, vendors, bankers and financial

institutions during the year under review and look forward for the same in the years to come.

The Company also expresses its sincere gratitude to the Stock Exchanges, Regulatory Authorities, SEEPZ (SEZ) Authorities and all the government agencies for the continued support extended during the year 2018-19.

For and on behalf of the Board of Directors

**SAJID MALIK
CHAIRMAN & MANAGING DIRECTOR
(DIN : 00400366)**

Place : Mumbai
Dated : August 26, 2019

“ANNEXURE A” TO DIRECTORS’ REPORT

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129
read with rule 5 of Companies (Accounts) Rules, 2014)

Part “A”: Subsidiaries

Statement containing salient features of the financial
statement of subsidiaries/associate companies/joint ventures

(₹ In Lakhs)

| Sr. No. | Particulars | Details | Details |
|---------|---|-------------------------------------|--|
| 1. | Name of the subsidiary | A N Virtual World Tech Ltd., Cyprus | Virtual World Spatial Technologies Private Limited |
| 2. | Reporting period for the subsidiary concerned, if different from the holding company’s reporting period | December 31, 2018 | March 31, 2019 |
| 3. | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | USD/70.60 | INR |
| 4. | Share capital | 1,848 | 159.08 |
| 5. | Reserves & surplus | 23,185 | (1,031.05) |
| 6. | Total assets | 26,404 | 426.86 |
| 7. | Total Liabilities | 26,404 | 426.86 |
| 8. | Investments | 168 | - |
| 9. | Turnover | - | (398.13) |
| 10. | Profit before taxation | (1,567) | (538.22) |
| 11. | Provision for taxation | - | 114.76 |
| 12. | Profit after taxation | (1,567) | (652.97) |
| 13. | Proposed Dividend | - | - |
| 14. | % of shareholding | 59.37 | 59.37 |

- Names of subsidiaries which are yet to commence operations: None
- Names of subsidiaries which have been liquidated or sold during the year: None

GENESYS INTERNATIONAL CORPORATION LIMITED

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(₹ in Lakhs)

| Sr. No. | Name of associates/Joint Ventures | Riransa Genesys Geomatics Private Limited |
|---------|--|--|
| 1. | Latest audited Balance Sheet Date | No operation and non availability of financial information |
| 2. | Date on which the Associate or Joint Venture was associated or acquired | December 26, 2017 |
| 3. | Shares of Associate/Joint Ventures held by the company on the year end | 49% |
| | - No. of Shares | 49,000 |
| | - Amount of Investment in Associates/Joint Venture (in ₹) | 4.90 |
| | - Extend of Holding% | 49.00% |
| 4. | Description of how there is significant influence | Through Shareholding / Voting Rights |
| 5. | Reason why the associate/joint venture is not consolidated | No operation and non availability of financial information |
| 6. | Net worth attributable to shareholding as per latest audited Balance Sheet | - |
| 7. | Profit/Loss for the year | |
| | i. Considered in Consolidation | - |
| | ii. Not Considered in Consolidation | - |

- Names of associates or joint ventures which are yet to commence operations: **Riransa Genesys Geomatics Private Limited**
- Names of associates or joint ventures which have been liquidated or sold during the year: None.

For and on behalf of the Board of Directors

Sajid Malik
Chairman & Managing Director
(DIN : 00400366)

Ratan Das
Chief Financial Officer

Vineet Chopra
General Manager - Legal And
Company Secretary

Place : Mumbai
Date : August 26, 2019

“ANNEXURE B” TO DIRECTORS’ REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Genesys International Corporation Limited,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices as defined in the current scenario / industry by **Genesys International Corporation Limited having the CIN No. L65990MH1983PLC029197** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder, and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing as applicable to the company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and which are applicable to the company:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (e) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not Applicable to the Company during the Audit Period;**
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **Not Applicable to the Company during the Audit Period;**
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: **Not Applicable to the Company during the Audit Period.**
- (VI) For the other applicable laws our audit is limited to
- a) The Information Technology Act, 2000;
 - b) The Special Economic Zone Act, 2005;
 - c) Policy relating to Software Technology Parks of India and its regulations;
 - d) Employees Provident Fund and Miscellaneous Provisions Act, 1952;
 - e) Payment of Bonus Act, 1965;
 - f) Payment of Gratuity Act, 1972;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.

Based on our such examination and further based on the Representation of the Management of the Company, the Company has during the period under review complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that as per the information & explanation given to us the company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Income Tax, Wealth Tax and Goods and Services Tax and other statutory dues applicable to it.

I further report that I rely on statutory auditors reports in relation to the financial statements and accuracy of financial figures for Income Tax, Wealth Tax, Goods and Services Tax, Provident Fund etc. as disclosed under the financial statements of the Company.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure

compliance with applicable laws, rules, regulations and guidelines.

I further report that:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for of opinion.
3. Wherever required, I have obtained the Management Representation about the compliance of Laws, Rules and Regulations and happening of events, etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of documents/procedures on the test basis.
5. The secretarial audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

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

Roy Jacob
(Proprietor)
FCS No. 9017
COP No.: 8220

Place: Mumbai
Date : May 22, 2019

“ANNEXURE C” TO DIRECTORS’ REPORT

FORM NO. AOC -2

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transaction under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arms length basis

| | | |
|----|---|------------|
| a) | Name of the Related Party | NIL |
| b) | Nature of Relationship | |
| c) | Nature of contracts/arrangements/transaction | |
| d) | Duration of the contracts / arrangements/ transaction | |
| e) | Salient terms of the contracts or arrangements or transaction including the value, if any | |
| f) | Justification for entering into such contracts or arrangements or transactions | |
| g) | Date of approval by the Board, if any | |
| h) | Amount paid as advances, if any | |
| i) | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | |

2. Details of contracts or arrangements or transactions at arms length basis

| | | |
|----|---|------------|
| a) | Name of the Related Party | NIL |
| b) | Nature of Relationship | |
| c) | Nature of contracts/arrangements/transaction | |
| d) | Duration of the contracts / arrangements/ transaction | |
| e) | Salient terms of the contracts or arrangements or transaction including the value, if any | |
| f) | Date of approval by the Board, if any | |
| g) | Amount paid as advances, if any | |

For and on behalf of the Board of Directors

Sajid Malik
Chairman & Managing Director
(DIN : 00400366)

Place : Mumbai
Date : May 22, 2019

“ANNEXURE D” TO DIRECTORS’ REPORT

I. PARTICULARS OF EMPLOYEES PURSUANT TO RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i. The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2018-19:

| Name of Directors | % increase in Remuneration in FY 2018-19 | Ratio of Remuneration of each Director to median remuneration of Employees |
|--|--|--|
| Sajid Malik Chairman & Managing Director | - | 16.36 : 1 |
| Saroja Malik Whole-time Director | - | 16.36 : 1 |
| Sohel Malik Executive Director | - | - |

Note :

- 1) The Non- Executive Directors (Independent Directors) of the Company are entitled to sitting fees and commission as per the statutory provisions of the Act and within limits as approved by the Shareholders. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report annexed to this report.
- 2) The total managerial remuneration comprises of remuneration of the Managing Director and Executive Directors.

ii. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2018-19:

| Name | Remuneration for FY 2018-19 (₹ in Lacs) | % increase in Remuneration in FY 2018-19 |
|---|---|--|
| Ratan Das Chief Financial Officer | 56.45 | - |
| Vineet Chopra General Manager Legal & Company Secretary | 17.57 | - |
| Col Jacob President – Photogrammetry | 89.88 | - |

Note: There is no increment to KMP as compared to last year. Above figures includes ESOP perquisites.

iii. The percentage decrease in the median remuneration of the employees of the Company for the Financial Year 2018-19 was 12.70%

iv. The number of permanent employees on the rolls of Company:

There were 2,267(Two Thousand Two Hundred and Sixty Seven only) permanent employees on the rolls of the Company as on March 31, 2019.

v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year was 1.98% and whereas there was no percentile increase/decrease in the managerial remuneration

vi. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

The remuneration is as per the Remuneration Policy of the Company. Salient features of the remuneration policy for remuneration of directors, KMPs & other employees forms part of this report.

“ANNEXURE E” TO DIRECTORS’ REPORT

A : Conservation of energy

Energy saved is equivalent to energy conserved, a philosophy in which the company believes in strongly. Although, the company operations aren't extensively energy consuming and therefore conservation of energy is limited to optimum usage of its resources & assets (Infrastructure & Equipment). We continuously strive to engage ourselves in energy efficient products and also to explore for alternative sources of energy best suitable for our business domain.

B : Technology Absorption

The company has various international tie-ups that help address the growing demand for the technology in the areas of aerial survey, mobile survey, pavement survey, rail track assessment, Machine Learning, etc. In addition, constant efforts are made by the internal teams representing the technology and research groups to partner with new and upcoming technology providers to help build a better sustainable solution at lower costs achieving higher accuracy and improved quality.

C : Imported Technology

The details of technology imported as a product / service is as follows:

Smart Cities Mission is an urban renewal and retrofitting program by the Government of India with the mission to develop 100+ cities across the country making them citizen friendly and sustainable. The Union Ministry of Urban Development is responsible for implementing the mission in collaboration with the state governments of

the respective cities. As a service, Leica's CityMapper and Hexagon's HxMAP software suite was used to clone an entire city in 3D digital space under the Smart City initiative for the Government of Rajasthan / India. Leica's CityMapper is the world's first hybrid airborne sensor that combines oblique and nadir imaging as well as a LiDAR sensor into a single pod, the system is specifically designed for urban / city wide mapping.

D : Expenditure incurred on Research and Development

Research and development is a systematic activity that combines basic and applied research in an attempt to discover solutions to problems or to create or update products and services. Research and Development is a continual program in Technology division of Genesys. Customization of the indigenously developed software through R&D efforts, help to optimize the tools to increase productivity through simplification and automation of the software functions. In the areas of smarty city solutions, proof of concept projects were implemented for testing and demonstrating the use of LiDAR in Smart City development. The efforts of the R&D have been implemented in delivering projects in Smart cities for safety and security planning.

E : Foreign Exchange Earnings and Outgo

Foreign Exchange Earning : ₹ 75.24 crores

Foreign Exchange Outgo : ₹ 3.89 crores

However, the details pertaining to foreign exchange earnings and outgo during the financial year is provided in Note No. 38 & 39 to the Financial Statements.

“ANNEXURE F” TO DIRECTORS’ REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

| | | |
|-----|---|---|
| i. | CIN | L65990MH1983PLC029197 |
| ii | Registration Date | 28.01.1983 |
| iii | Name of the Company | Genesys International Corporation Limited |
| iv | Category / Sub-category of the Company | Company limited by shares |
| v | Address of the Registered office and contact details | Regd. Add. : 73/A, SDF-III, SEEPZ, Andheri (East), Mumbai - 400 096. Telephone : 91 22 6263 8200 Fax : 91 22 6263 8299 Website : www.igenesys.com E-mail : investors@igenesys.com |
| vi | Whether listed company | Yes |
| vii | Name, Address and Contact details of Registrar and Transfer Agent, if any | Bigshare Services Private Limited 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400 059, Maharashtra. Telephone : 91 22 6263 8200 Fax : 91 22 6263 8299 E-mail : investor@bigshareonline.com |

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated :-

| Sr. No. | Name and Description of main products / services | NIC Code of the product / service | % to total turnover of the company |
|---------|--|-----------------------------------|------------------------------------|
| 1. | Architectural and engineering activities and related technical consultancy | 7110 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name and Address of the Company | CIN / GLN | Holding / Subsidiary / Associate | % of shares held | Applicable Section |
|---------|--|-----------------|----------------------------------|------------------|--------------------|
| 1. | A.N.Virtual World Tech Limited (ANVWTL) 10, Georgiou Gennadiou street, Agathangelos Court, Office 403, P.C.3041, Limassol, Cyprus | Foreign Company | Subsidiary | 59.37 | 2(87) (ii) |

| Sr. No. | Name and Address of the Company | CIN / GLN | Holding / Subsidiary / Associate | % of shares held | Applicable Section |
|---------|---|-----------------------|----------------------------------|------------------|--------------------|
| 2. | Virtual World Spatial Technologies Private Limited C-119, Kailash Industrial Complex, Behind Godrej Residential Colony, Vikhroli(West), Mumbai -400079 | U72200MH2015PTC269413 | Subsidiary of ANVWTL | - | 2(87) (ii) |
| 3. | Riransa Genesys Geomatics Private Limited Shop No. 34, Ground Floor Dilkusha Plaza, Vidhan, Sabha Marg Lucknow - 226001 | U74999UP2017PTC099642 | Associate | 49 | 2(6) |

* Only shares having voting rights i.e. equity shareholding has been considered for calculating percentage.

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category wise shareholding

| Category of Shareholders | No. Of Shares held at the beginning of the year | | | | No. Of Shares held at the end of the year | | | | % Change during the year |
|---|---|----------|-----------------|-------------------|---|----------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| 1. Indian | | | | | | | | | |
| a) Individual / HUF | 6261414 | 0 | 6261414 | 20.23 | 6261414 | 0 | 6261414 | 20.13 | (0.11) |
| b) Central Govt | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) State Govt(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) Bodies Corp. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Banks / FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f) Any Other | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-total (A)(1) | 6261414 | 0 | 6261414 | 20.23 | 6261414 | 0 | 6261414 | 20.13 | (0.11) |
| 2. Foreign | | | | | | | | | |
| a) NRIs - Individuals | 1000 | 0 | 1000 | Negligible | 1000 | 0 | 1000 | Negligible | 0.00 |
| b) Other - Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) Bodies Corp. | 9718488 | 0 | 9718488 | 31.40 | 9718488 | 0 | 9718488 | 31.24 | (0.16) |
| d) Banks / FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Any Other | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-total (A)(2) | 9719488 | 0 | 9719488 | 31.40 | 9719488 | 0 | 9719488 | 31.24 | (0.16) |
| Total Shareholding of Promoter (A) = (A)(1)+(A)(2) | 15980902 | 0 | 15980902 | 51.64 | 15980902 | 0 | 15980902 | 51.37 | (0.27) |

GENESYS INTERNATIONAL CORPORATION LIMITED

| Category of Shareholders | No. Of Shares held at the beginning of the year | | | | No. Of Shares held at the end of the year | | | | % Change during the year |
|---|---|-------------|----------------|-------------------|---|-------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total shares | Demat | Physical | Total | % of Total Shares | |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 2300 | 2300 | 0.01 | 0 | 2300 | 2300 | 0.01 | 0.00 |
| b) Banks / FI | 40123 | 0 | 40123 | 0.13 | 14205 | 0 | 14205 | 0.05 | (0.08) |
| c) Central Govt | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) State Govt(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f) Insurance Companies | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| g) FIs | 1036108 | 0 | 1036108 | 3.35 | 1036108 | 0 | 1036108 | 3.33 | (0.02) |
| h) Foreign Portfolio Investors | 1237465 | 0 | 1237465 | 4.00 | 1561175 | 0 | 1561175 | 5.02 | 1.02 |
| i) Foreign Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| j) Others (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-Total (B)(1) | 2313696 | 2300 | 2315996 | 7.48 | 2611488 | 2300 | 2611488 | 8.40 | 0.92 |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i. Indian | 2396088 | 2300 | 2398388 | 7.75 | 1910943 | 2300 | 1910943 | 6.15 | (1.60) |
| ii. Overseas | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Individuals | | | | | | | | | |
| i. Individual shareholders holding nominal share capital upto ₹ 1 lakh | 3074088 | 41148 | 3115236 | 10.07 | 3281723 | 39946 | 3321669 | 10.68 | 0.61 |
| ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh | 5796274 | 0 | 5796274 | 18.73 | 6202981 | 0 | 6202981 | 19.94 | 1.21 |
| c) Others (specify) | | | | | | | | | |
| Clearing Members | 648876 | 0 | 648876 | 2.10 | 427831 | 0 | 427831 | 1.38 | (0.72) |
| Non-Resident Indians | 37000 | 0 | 37000 | 0.12 | 4098 | 0 | 4098 | 0.01 | (0.11) |
| Non-Resident Indians (Repatriation Basis) | 118890 | 0 | 118890 | 0.38 | 90611 | 0 | 90611 | 0.29 | (0.09) |

| Category of Shareholders | No. Of Shares held at the beginning of the year | | | | No. Of Shares held at the end of the year | | | | % Change during the year |
|--|---|--------------|-----------------|-------------------|---|--------------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total shares | Demat | Physical | Total | % of Total Shares | |
| Non-Resident Indians (Non-Repatriation Basis) | 103632 | 0 | 103632 | 0.33 | 121871 | 0 | 121871 | 0.39 | 0.06 |
| Directors and their Relatives | 422920 | 734 | 423654 | 1.37 | 422920 | 734 | 423654 | 1.36 | (0.01) |
| Trust | 3000 | 0 | 3000 | 0.01 | 4000 | 0 | 4000 | 0.01 | 0.00 |
| IEPF | 7664 | 0 | 7664 | 0.02 | 7664 | 0 | 7664 | 0.02 | 0.00 |
| Sub-Total (B)(2) | 12608432 | 44182 | 12652614 | 40.88 | 12474642 | 42980 | 12517622 | 40.23 | (0.65) |
| Total Public Shareholding (B) = (B)(1)+(B)(2) | 14922128 | 46482 | 14968610 | 48.36 | 15086130 | 45280 | 15131410 | 48.63 | 0.27 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Grand Total (A+B+C) | 30903030 | 46482 | 30949512 | 100.00 | 31067032 | 45280 | 31112312 | 100.00 | 0.00 |

ii. Shareholding of promoters

The change in shareholding of Promoters during the year under review is as stated below

| Sr. No. | Shareholder's name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|---------|--|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
| | | No. Of Shares | % of total shares of the Company | % of Shares pledged / encumbered to total shares | No. Of Shares | % of total shares of the Company | % of Shares pledged / encumbered to total shares | |
| 1. | Mr. Sajid Malik | 1510581 | 4.88 | 1.30 | 1510581 | 4.86 | 1.30 | (0.02) |
| 2. | Mrs. Saroja Malik | 4748033 | 15.34 | 1.24 | 4748033 | 15.26 | 1.23 | (0.08) |
| 3. | Mrs. Saroja Malik jointly with Mr. Sajid Malik | 2800 | 0.01 | Negligible | 2800 | 0.01 | Negligible | 0.00 |
| 4. | Kilam Holdings Ltd | 6387788 | 20.64 | 0.00 | 6387788 | 20.53 | 0.00 | (0.11) |
| 5. | Kadam Holding Ltd | 3330700 | 10.76 | 0.00 | 3330700 | 10.71 | 0.00 | (0.05) |
| 6. | Mr. Sohel Malik | 1000 | Negligible | 0.00 | 1000 | Negligible | 0.00 | 0.00 |
| | Total | 15980902 | 51.64 | 2.54 | 15980902 | 51.36 | 2.53 | (0.26) |

Note:- There is no change in the numbers of shares held by the promoters and promoter group. However, the percentage of the Shareholding has changed during the year due to allotment of shares on exercise of vested ESOP's.

GENESYS INTERNATIONAL CORPORATION LIMITED

iii. Change in promoters' shareholding (please specify, if there is no change)

There is **no** change in promoters' shareholding.

| Sr No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|---|---|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| | At the beginning of the year | Nil | Nil | Nil | Nil |
| | Date wise increase/decrease in promoters share holding during the year specifying the reasons for increase/decrease (e.g. Allotment/ transfer/bonus/sweat equity, etc.) | Nil | Nil | Nil | Nil |
| | At the End of the year | Nil | Nil | Nil | Nil |

iv. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs)

| Sr No. | For Each of the top 10 Shareholders | Shareholding at the beginning of the year | | Date wise increase/decrease in shareholding during the year specifying the reasons for such change | | | Cumulative Shareholding during the year | |
|--------|-------------------------------------|---|----------------------------------|--|----------|---------------|---|----------------------------------|
| | | No. Of shares | % of total shares of the Company | Date | Reason | No. of Shares | No. Of shares | % of total shares of the Company |
| 1. | Sunita O Hemrajani | 29,87,426 | 9.60 | 4-May-18 | Sale | (1,000) | 2,986,426 | 9.60 |
| | | | | 11-May-18 | Sale | (3,000) | 2,983,426 | 9.59 |
| | | | | 1-Jun-18 | Sale | (3,000) | 2,980,426 | 9.58 |
| 2. | India Focus Cardinal Fund | 9,60,000 | 3.09 | No Change | | | 960,000 | 3.09 |
| 3. | Taiyo Greater India Fund Ltd | 369,242 | 1.19 | 10-Aug-18 | Purchase | 99,157 | 468,399 | 1.51 |
| | | | | 17-Aug-18 | Purchase | 55,680 | 524,079 | 1.68 |
| | | | | 24-Aug-18 | Purchase | 90,348 | 614,427 | 1.97 |
| | | | | 31-Aug-18 | Purchase | 30,718 | 645,145 | 2.07 |
| | | | | 7-Sep-18 | Purchase | 33,381 | 678,526 | 2.18 |
| | | | | 14-Sep-18 | Purchase | 11,445 | 689,971 | 2.22 |
| | | | | 20-Sep-18 | Purchase | 13,823 | 703,794 | 2.26 |
| | | | | 21-Sep-18 | Purchase | 5,183 | 708,977 | 2.28 |
| | | | | 27-Sep-18 | Purchase | 31,697 | 740,674 | 2.38 |
| | | | | 28-Sep-18 | Purchase | 4,494 | 745,168 | 2.40 |
| | | | | 5-Oct-18 | Purchase | 15,074 | 760,242 | 2.44 |

| Sr. No. | For Each of the top 10 Shareholders | Shareholding at the beginning of the year | | Date wise increase/decrease in shareholding during the year specifying the reasons for such change | | | Cumulative Shareholding during the year | |
|---------|-------------------------------------|---|----------------------------------|--|----------|---------------|---|----------------------------------|
| | | No. Of shares | % of total shares of the Company | Date | Reason | No. of Shares | No. Of shares | % of total shares of the Company |
| 4. | Saryu Kothari | 7,25,734 | 2.33 | No Change | | | 7,25,734 | 2.33 |
| 5. | Jagdish N Master | 402,701 | 1.29 | 6-Apr-18 | Purchase | 2,799 | 4,05,500 | 1.30 |
| | | | | 13-Apr-18 | Purchase | 1,000 | 4,06,500 | 1.31 |
| | | | | 20-Apr-18 | Purchase | 500 | 4,07,000 | 1.31 |
| | | | | 27-Apr-18 | Purchase | 1,000 | 4,08,000 | 1.31 |
| | | | | 4-May-18 | Purchase | 500 | 4,08,500 | 1.31 |
| | | | | 11-May-18 | Purchase | 4,500 | 4,13,000 | 1.33 |
| | | | | 18-May-18 | Purchase | 26,000 | 4,39,000 | 1.41 |
| | | | | 25-May-18 | Purchase | 2,000 | 4,41,000 | 1.42 |
| | | | | 1-Jun-18 | Purchase | 22,000 | 4,63,000 | 1.49 |
| | | | | 8-Jun-18 | Purchase | 6,500 | 4,69,500 | 1.51 |
| | | | | 15-Jun-18 | Purchase | 6,000 | 4,75,500 | 1.53 |
| | | | | 22-Jun-18 | Purchase | 3,000 | 4,78,500 | 1.54 |
| | | | | 29-Jun-18 | Purchase | 2,000 | 4,80,500 | 1.54 |
| | | | | 6-Jul-18 | Purchase | 3,500 | 4,84,000 | 1.56 |
| | | | | 13-Jul-18 | Purchase | 2,500 | 4,86,500 | 1.56 |
| | | | | 20-Jul-18 | Purchase | 500 | 4,87,000 | 1.57 |
| | | | | 3-Aug-18 | Purchase | 3,000 | 4,90,000 | 1.57 |
| | | | | 10-Aug-18 | Purchase | 1,500 | 4,91,500 | 1.58 |
| | | | | 17-Aug-18 | Purchase | 500 | 4,92,000 | 1.58 |
| | | | | 24-Aug-18 | Purchase | 4,500 | 4,96,500 | 1.60 |
| | | | | 7-Sep-18 | Purchase | 1,500 | 4,98,000 | 1.60 |
| | | | | 14-Sep-18 | Sale | (14,250) | 4,83,750 | 1.55 |
| | | | | 12-Oct-18 | Purchase | 500 | 4,84,250 | 1.56 |
| | | | | 2-Nov-18 | Purchase | 1,750 | 4,86,000 | 1.56 |
| | | | | 9-Nov-18 | Purchase | 1,000 | 4,87,000 | 1.57 |
| | | | | 23-Nov-18 | Purchase | 2,500 | 4,89,500 | 1.57 |
| | | | | 30-Nov-18 | Purchase | 1,500 | 4,91,000 | 1.58 |
| | | | | 7-Dec-18 | Purchase | 500 | 4,91,500 | 1.58 |
| | | | | 21-Dec-18 | Sale | (11,500) | 4,80,000 | 1.54 |
| | | | | 8-Mar-19 | Purchase | 500 | 4,80,500 | 1.54 |

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| Sr. No. | For Each of the top 10 Shareholders | Shareholding at the beginning of the year | | Date wise increase/decrease in shareholding during the year specifying the reasons for such change | | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|--|----------|---------------|---|----------------------------------|
| | | No. Of shares | % of total shares of the Company | Date | Reason | No. of Shares | No. Of shares | % of total shares of the Company |
| 6. | Pivotal Enterprises Private Limited | 0 | 0.00 | 22-Mar-19 | Purchase | 4,30,000 | 4,30,000 | 1.38 |
| 7. | Motilal Oswal Financial Services Ltd – Collateral Account Collateral Account | 2,32,335 | 0.00 | 6-Apr-18 | Sale | (9,307) | 2,23,028 | 0.72 |
| | | | | 13-Apr-18 | Sale | (5,362) | 2,17,666 | 0.70 |
| | | | | 20-Apr-18 | Purchase | 3,459 | 2,21,125 | 0.71 |
| | | | | 27-Apr-18 | Purchase | 5,002 | 2,26,127 | 0.73 |
| | | | | 4-May-18 | Purchase | 229 | 2,26,356 | 0.73 |
| | | | | 11-May-18 | Purchase | 16,659 | 2,43,015 | 0.78 |
| | | | | 18-May-18 | Sale | (5,944) | 2,37,071 | 0.76 |
| | | | | 25-May-18 | Sale | (2,571) | 2,34,500 | 0.75 |
| | | | | 1-Jun-18 | Sale | (3,730) | 2,30,770 | 0.74 |
| | | | | 8-Jun-18 | Purchase | 8,578 | 2,39,348 | 0.77 |
| | | | | 15-Jun-18 | Purchase | 3,565 | 2,42,913 | 0.78 |
| | | | | 22-Jun-18 | Sale | (1,244) | 2,41,669 | 0.78 |
| | | | | 29-Jun-18 | Sale | (9,189) | 2,32,480 | 0.75 |
| | | | | 6-Jul-18 | Sale | (8,794) | 2,23,686 | 0.72 |
| | | | | 13-Jul-18 | Sale | (4,557) | 2,19,129 | 0.70 |
| | | | | 20-Jul-18 | Sale | (4,309) | 2,14,820 | 0.69 |
| | | | | 27-Jul-18 | Purchase | 5,493 | 2,20,313 | 0.71 |
| | | | | 3-Aug-18 | Sale | (5,131) | 2,15,182 | 0.69 |
| | | | | 10-Aug-18 | Purchase | 8,016 | 2,23,198 | 0.72 |
| | | | | 17-Aug-18 | Sale | (9,023) | 2,14,175 | 0.69 |
| | | | | 24-Aug-18 | Sale | (11,029) | 2,03,146 | 0.65 |
| | | | | 31-Aug-18 | Purchase | 1,591 | 2,04,737 | 0.66 |
| | | | | 7-Sep-18 | Purchase | 24,587 | 2,29,324 | 0.74 |
| | | | | 14-Sep-18 | Purchase | 2,801 | 2,32,125 | 0.75 |
| | | | | 20-Sep-18 | Purchase | 10,351 | 2,42,476 | 0.78 |
| | | | | 21-Sep-18 | Purchase | 3,425 | 2,45,901 | 0.79 |
| | | | | 27-Sep-18 | Purchase | 3,247 | 2,49,148 | 0.80 |
| | | | | 28-Sep-18 | Purchase | 3,406 | 2,52,554 | 0.81 |
| | | | | 5-Oct-18 | Purchase | 12,810 | 2,65,364 | 0.85 |
| | | | | 12-Oct-18 | Purchase | 49,167 | 3,14,531 | 1.01 |

| Sr. No. | For Each of the top 10 Shareholders | Shareholding at the beginning of the year | | Date wise increase/decrease in shareholding during the year specifying the reasons for such change | | | Cumulative Shareholding during the year | |
|---------|-------------------------------------|---|----------------------------------|--|----------|---------------|---|----------------------------------|
| | | No. Of shares | % of total shares of the Company | Date | Reason | No. of Shares | No. Of shares | % of total shares of the Company |
| | | | | 19-Oct-18 | Sale | (6,399) | 3,08,132 | 0.99 |
| | | | | 26-Oct-18 | Purchase | 28,730 | 3,36,862 | 1.08 |
| | | | | 2-Nov-18 | Purchase | 11,335 | 3,48,197 | 1.12 |
| | | | | 9-Nov-18 | Sale | (55,361) | 2,92,836 | 0.94 |
| | | | | 16-Nov-18 | Purchase | 21,485 | 3,14,321 | 1.01 |
| | | | | 23-Nov-18 | Purchase | 13,120 | 3,27,441 | 1.05 |
| | | | | 30-Nov-18 | Purchase | 35,237 | 3,62,678 | 1.17 |
| | | | | 7-Dec-18 | Sale | (21,484) | 3,41,194 | 1.10 |
| | | | | 14-Dec-18 | Sale | (7,258) | 3,33,936 | 1.07 |
| | | | | 21-Dec-18 | Purchase | 18,479 | 3,52,415 | 1.13 |
| | | | | 28-Dec-18 | Sale | (19,897) | 3,32,518 | 1.07 |
| | | | | 31-Dec-18 | Purchase | 18,583 | 3,51,101 | 1.13 |
| | | | | 4-Jan-19 | Sale | (18,620) | 3,32,481 | 1.07 |
| | | | | 11-Jan-19 | Purchase | 19,202 | 3,51,683 | 1.13 |
| | | | | 18-Jan-19 | Sale | (20,721) | 3,30,962 | 1.06 |
| | | | | 25-Jan-19 | Purchase | 9,460 | 3,40,422 | 1.09 |
| | | | | 1-Feb-19 | Purchase | 36,545 | 3,76,967 | 1.21 |
| | | | | 8-Feb-19 | Sale | (39,966) | 3,37,001 | 1.08 |
| | | | | 15-Feb-19 | Purchase | 3,255 | 3,40,256 | 1.09 |
| | | | | 22-Feb-19 | Purchase | 6,473 | 3,46,729 | 1.11 |
| | | | | 1-Mar-19 | Purchase | 60,704 | 4,07,433 | 1.31 |
| | | | | 8-Mar-19 | Sale | (55,216) | 3,52,217 | 1.13 |
| | | | | 15-Mar-19 | Sale | (7,492) | 3,44,725 | 1.11 |
| | | | | 22-Mar-19 | Purchase | 4,347 | 3,49,072 | 1.12 |
| | | | | 29-Mar-19 | Purchase | 53,338 | 4,02,410 | 1.29 |
| | | | | 30-Mar-19 | Sale | (962) | 4,01,448 | 1.29 |
| 8. | Aspire Emerging Fund | 61,300 | 0.20 | 1-Jun-18 | Purchase | 42,559 | 1,03,859 | 0.33 |
| | | | | 3-Aug-18 | Purchase | 70,000 | 1,73,859 | 0.56 |
| | | | | 10-Aug-18 | Purchase | 775 | 1,74,634 | 0.56 |
| | | | | 24-Aug-18 | Purchase | 65,000 | 2,39,634 | 0.77 |
| | | | | 27-Sep-18 | Purchase | 12,379 | 2,52,013 | 0.81 |
| | | | | 28-Sep-18 | Purchase | 2,250 | 2,54,263 | 0.82 |
| | | | | 12-Oct-18 | Sale | (6,000) | 2,48,263 | 0.80 |

GENESYS INTERNATIONAL CORPORATION LIMITED

| Sr. No. | For Each of the top 10 Shareholders | Shareholding at the beginning of the year | | Date wise increase/decrease in shareholding during the year specifying the reasons for such change | | | Cumulative Shareholding during the year | |
|---------|-------------------------------------|---|----------------------------------|--|----------|---------------|---|----------------------------------|
| | | No. Of shares | % of total shares of the Company | Date | Reason | No. of Shares | No. Of shares | % of total shares of the Company |
| | | | | 9-Nov-18 | Purchase | 67,542 | 3,15,805 | 1.02 |
| | | | | 16-Nov-18 | Purchase | 5,799 | 3,21,604 | 1.03 |
| | | | | 15-Mar-19 | Sale | (4,000) | 3,17,604 | 1.02 |
| 9. | Sudha Ganapathy | 3,00,340 | 0.97 | No Change | | | 3,00,340 | 0.97 |
| 10. | Shridhar P Iyer | 2,92,100 | 0.94 | 6-Apr-18 | Purchase | 4,500 | 2,96,600 | 0.95 |
| | | | | 13-Apr-18 | Sale | (4,500) | 2,92,100 | 0.94 |
| | | | | 20-Apr-18 | Sale | (10,000) | 2,82,100 | 0.91 |
| | | | | 11-May-18 | Sale | (9,000) | 2,73,100 | 0.88 |
| | | | | 17-Aug-18 | Sale | (4,500) | 2,68,600 | 0.86 |
| | | | | 31-Aug-18 | Sale | (2,250) | 2,66,350 | 0.86 |
| | | | | 12-Oct-18 | Purchase | 10,000 | 2,76,350 | 0.89 |
| | | | | 28-Dec-18 | Purchase | 160 | 2,76,510 | 0.89 |
| | | | | 8-Mar-19 | Purchase | 6,453 | 2,82,963 | 0.91 |
| | | | | 15-Mar-19 | Purchase | 5,118 | 2,88,081 | 0.93 |
| | | | | 22-Mar-19 | Purchase | 2,929 | 2,91,010 | 0.94 |
| 11. | Hypnos Fund Limited* | 2,85,218 | 0.92 | 1-Jun-18 | Sale | (42,559) | 2,42,659 | 0.78 |
| 12. | Pivotal Business Managers LLP* | 5,45,000 | 1.75 | 18-May-18 | Purchase | 60,000 | 605,000 | 1.94 |
| | | | | 15-Mar-19 | Sale | (4,30,000) | 175,000 | 0.56 |
| 13. | Globe Capital Market Limited* | 5,22,515 | 1.69 | 6-Apr-18 | Purchase | 5,349 | 5,27,864 | 1.70 |
| | | | | 13-Apr-18 | Sale | (10,451) | 5,17,413 | 1.66 |
| | | | | 20-Apr-18 | Purchase | 10,448 | 5,27,861 | 1.70 |
| | | | | 27-Apr-18 | Purchase | 45,303 | 5,73,164 | 1.84 |
| | | | | 4-May-18 | Sale | (2,108) | 5,71,056 | 1.84 |
| | | | | 11-May-18 | Sale | (10,050) | 5,61,006 | 1.80 |
| | | | | 18-May-18 | Sale | (99,905) | 4,61,101 | 1.48 |
| | | | | 25-May-18 | Sale | (200,446) | 2,60,655 | 0.84 |
| | | | | 1-Jun-18 | Sale | (26,200) | 2,34,455 | 0.75 |

| Sr. No. | For Each of the top 10 Shareholders | Shareholding at the beginning of the year | | Date wise increase/decrease in shareholding during the year specifying the reasons for such change | | | Cumulative Shareholding during the year | |
|---------|-------------------------------------|---|----------------------------------|--|----------|---------------|---|----------------------------------|
| | | No. Of shares | % of total shares of the Company | Date | Reason | No. of Shares | No. Of shares | % of total shares of the Company |
| | | | | 22-Jun-18 | Sale | (108,000) | 1,26,455 | 0.41 |
| | | | | 29-Jun-18 | Sale | (14,299) | 1,12,156 | 0.36 |
| | | | | 6-Jul-18 | Purchase | 4,130 | 1,16,286 | 0.37 |
| | | | | 13-Jul-18 | Sale | (46,524) | 69,762 | 0.22 |
| | | | | 20-Jul-18 | Sale | (540) | 69,222 | 0.22 |
| | | | | 27-Jul-18 | Sale | (975) | 68,247 | 0.22 |
| | | | | 3-Aug-18 | Sale | (5,248) | 62,999 | 0.20 |
| | | | | 10-Aug-18 | Sale | (21,064) | 41,935 | 0.13 |
| | | | | 17-Aug-18 | Sale | (42) | 41,893 | 0.13 |
| | | | | 24-Aug-18 | Sale | (42) | 41,851 | 0.13 |
| | | | | 31-Aug-18 | Purchase | 8,886 | 50,737 | 0.16 |
| | | | | 7-Sep-18 | Purchase | 672 | 51,409 | 0.17 |
| | | | | 14-Sep-18 | Sale | (472) | 50,937 | 0.16 |
| | | | | 20-Sep-18 | Sale | (2,613) | 48,324 | 0.16 |
| | | | | 21-Sep-18 | Sale | (5,062) | 43,262 | 0.14 |
| | | | | 27-Sep-18 | Sale | (6,384) | 36,878 | 0.12 |
| | | | | 5-Oct-18 | Sale | (8,901) | 27,977 | 0.09 |
| | | | | 12-Oct-18 | Sale | (18,116) | 9,861 | 0.03 |
| | | | | 19-Oct-18 | Sale | (45) | 9,816 | 0.03 |
| | | | | 2-Nov-18 | Sale | (400) | 9,416 | 0.03 |
| | | | | 28-Dec-18 | Purchase | 25 | 9,441 | 0.03 |
| | | | | 31-Dec-18 | Sale | (25) | 9,416 | 0.03 |
| | | | | 1-Feb-19 | Sale | (771) | 8,645 | 0.03 |
| | | | | 29-Mar-19 | Sale | (1,350) | 7,295 | 0.02 |

* Ceased to be in the list of Top 10 shareholders as on 31.03.2019. The same have been reflected above since shareholders were among the Top 10 shareholders as on 01.04.2018.

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v. Shareholding of Directors and Key Managerial Personnel

| Sr No. | For Each of the Directors and Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 1. | Mr. Sajid Malik - Managing Director | | | | |
| | At the beginning of the year | 1510581 | 4.88 | 1510581 | 4.88 |
| | Date wise increase / decrease in promoters share holding during the year specifying the reason for increase/decrease (e.g. Allotment /Transfer/bonus/ sweat equity etc.) | 0 | 0.00 | 0 | 0.00 |
| | At the End of the year | | | 1510581 | 4.86 |
| 2. | Mrs. Saroja Malik -Whole-Time Director | | | | |
| | At the beginning of the year | 47,48,033 | 15.34 | 47,48,033 | 15.34 |
| | Date wise increase / decrease in promoters share holding during the year specifying the reason for increase/decrease (e.g. Allotment /Transfer/bonus/ sweat equity etc.) | 0 | 0.00 | 0 | 0.00 |
| | At the End of the year | | | 47,48,033 | 15.26 |
| 3. | Mrs. Saroja Malik -Whole-Time Director (holding jointly with Mr. Sajid Malik) | | | | |
| | At the beginning of the year | 2,800 | Negligible | 2,800 | Negligible |
| | Date wise increase / decrease in promoters share holding during the year specifying the reason for increase/decrease (e.g. Allotment /Transfer/bonus/ sweat equity etc.) | 0 | 0.00 | 0 | 0.00 |
| | At the End of the year | | | 2,800 | Negligible |
| 4. | Mr. Sohel Malik - Executive Director | | | | |
| | At the beginning of the year | 1000 | Negligible | 1000 | Negligible |
| | Date wise increase / decrease in promoters share holding during the year specifying the reason for increase/decrease (e.g. Allotment /Transfer/bonus/ sweat equity etc.) | 0 | 0.00 | 0 | 0.00 |
| | At the End of the year | | | 1000 | Negligible |
| 5. | Mr. Ganapathy Vishwanathan - Independent Director | | | | |
| | At the beginning of the year | 50372 | 0.16 | 50372 | 0.16 |
| | Date wise increase / decrease in promoters share holding during the year specifying the reason for increase/decrease (e.g. Allotment /Transfer/bonus/ sweat equity etc.) | 0 | 0.00 | 0 | 0.00 |
| | At the End of the year | | | 50372 | 0.16 |

| Sr No. | For Each of the Directors and Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|------------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 6. | Mr. Hemant Majethia - Independent Director | | | | |
| | At the beginning of the year | 10,304 | 0.03 | 10,304 | 0.03 |
| | Date wise increase / decrease in promoters share holding during the year specifying the reason for increase/decrease (e.g. Allotment /Transfer/bonus/ sweat equity etc.) | 0 | 0.00 | 0 | 0.00 |
| | At the End of the year | | | 10,304 | 0.03 |
| 7. | Mr. Ganesh Acharya - Independent Director | | | | |
| | At the beginning of the year | 49,974 | 0.16 | 49,974 | 0.16 |
| | Date wise increase / decrease in promoters share holding during the year specifying the reason for increase/decrease (e.g. Allotment /Transfer/bonus/ sweat equity etc.) | 0 | 0.00 | 0 | 0.00 |
| | At the End of the year | | | 49,974 | 0.16 |
| 8. | Mr. Ratan Das - Chief Financial Officer | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | ESOP Allotment on 27.07.2018 | 13300 | 0.04 | 13300 | 0.04 |
| | At the End of the year | | | 13,300 | 0.04 |
| 9. | Col. J. Jacob | | | | |
| | At the beginning of the year | 1,10,253 | 0.35 | | |
| | Market sale on 07.06.2018 | (1,000) | (0.00) | | |
| | Market sale on 22.06.2018 | (1,000) | (0.00) | | |
| | Market sale on 23.07.2018 | (2,000) | (0.01) | | |
| | Market sale on 19.09.2018 | (2,485) | (0.01) | | |
| | Market sale on 03.10.2018 | (3,000) | (0.01) | | |
| | Market sale on 12.10.2018 | (3,500) | (0.01) | | |
| | Market sale on 25.10.2018 | (2,000) | (0.01) | | |
| | ESOP Allotment on 07.12.2018 | 37400 | 0.12 | | |
| | At the end of the year | | | 1,32,668 | 0.43 |
| 10. | Mr. Vineet Chopra - Company Secretary | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | Date wise increase / decrease in promoters share holding during the year specifying the reason for increase/decrease (e.g. Allotment /Transfer/bonus/ sweat equity etc.) | 0 | 0.00 | 0 | 0.00 |
| | At the End of the year | | | 0 | 0.00 |

GENESYS INTERNATIONAL CORPORATION LIMITED

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

| | Secured Loans excluding deposits | Unsecured Loans | Deposit | Total Indebtedness |
|--|----------------------------------|-------------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i. Principal Amount | 182,153,175 | - | - | 182,153,175 |
| ii. Interest due but not paid | - | - | - | - |
| iii. Interest accrued but not due | - | - | - | - |
| Total (i + ii + iii) | 182,153,175 | - | - | 182,153,175 |
| Change in indebtedness during the financial year | | | | |
| • Addition | 391,384,630 | 114,250,000 | - | 505,634,630 |
| • Reduction | 414,824,519 | 26,650,000 | - | 441,474,519 |
| Net change | (23,439,888) | 87,600,000 | - | 64,160,112 |
| Indebtedness at the end of the financial year | | | | |
| i. Principal Amount | 158,713,287 | 87,600,000 | - | 246,313,287 |
| ii. Interest due but not paid | - | - | - | - |
| iii. Interest accrued but not due | - | - | - | - |
| Total (i + ii + iii) | 158,713,287 | 87,600,000 | - | 246,313,287 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and / or Manager

| Sr. No. | Particulars of Remuneration | Name of MD / WTD / Manager | | | Total Amount |
|---------|--|--------------------------------------|--|-----------------------------------|------------------------------------|
| | | Mr. Sajid Malik Managing Director | Mrs. Saroja Malik Whole-time Director | Sohel Malik Executive Director | |
| | Gross Salary | | | | |
| 1. | a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 36,00,000 | 36,00,000 | - | 72,00,000 |
| | b) Value of perquisites u/s. 17(2) of Income-tax Act, 1961 | NIL | NIL | NIL | NA |
| | c) Profits in lieu of salary u/s. 17(3) of Income-tax Act, 1961 | NIL | NIL | NIL | NA |
| 2. | Stock Option | NIL | NIL | NIL | NA |
| 3. | Sweat Equity | NIL | NIL | NIL | NA |
| 4. | Commission | NIL | NIL | NIL | NA |
| | - as % of profit | NIL | NIL | NIL | NA |
| | - others, specify | NIL | NIL | NIL | NA |
| 5. | Others, please specify | NIL | NIL | NIL | NA |
| | Total (A) | 36,00,000 | 36,00,000 | - | 72,00,000 |
| | Ceiling as per the Act | 5% of net profits | | | Overall limit 10% of net profit |

B. Remuneration to other Directors

| Sr. No. | Particulars of Remuneration | Name of the Directors | | | Total Amount |
|-----------|--|---------------------------|--------------------|---------------------|------------------|
| | | Mr.Ganapathy Vishwanathan | Mr. Ganesh Acharya | Mr. Hemant Majethia | |
| 1. | Independent Directors | | | | |
| | Fee for attending Board/ Committee meetings | 31,000 | 26,000 | 28,000 | 85,000 |
| | Commission | 1,100,000 | NIL | NIL | 1,100,000 |
| | Others, please specify | NIL | NIL | NIL | NIL |
| | Total (1) | 1,131,000 | 26,000 | 28,000 | 1,185,000 |
| 2. | Other Non-Executive Directors | | | | |
| | Fee for attending Board / Committee meetings | NA | NA | NA | NA |
| | Commission | NA | NA | NA | NA |
| | Others, please specify | NA | NA | NA | NA |
| | Total (2) | NA | NA | NA | NA |
| | Total (B)=(1+2) | 1,131,000 | 26,000 | 28,000 | 1,185,000 |
| | Total Managerial Remuneration | | | | 8,385,000 |
| | Overall ceiling as per the Act | 11 % of net profits | | | |

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

| Sr. No. | Particulars of Remuneration | Key Managerial Personnel | | | Total |
|-----------|--|--------------------------|-------------------------|----------------------------|-------------------|
| | | Company Secretary | Chief Financial Officer | President - Photogrammetry | |
| 1. | Gross Salary | | | | |
| | a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 1,757,337 | 3,570,430 | 5,098,476 | 10,426,243 |
| | b) Value of perquisites u/s. 17(2) of Income-tax Act, 1961 | - | 2,074,800 | 3,889,600 | 5,964,400 |
| | c) Profits in lieu of salary u/s. 17(3) of Income-tax Act, 1961 | - | - | - | - |
| 2. | Stock Option | - | - | - | - |
| 3. | Sweat Equity | - | - | - | - |
| 4. | Commission | - | - | - | - |
| | - as % of profit | - | - | - | - |
| | - others, specify | - | - | - | - |
| 5. | Others, please specify | - | - | - | - |
| | Total (C) | 1,757,337 | 5,645,230 | 8,988,076 | 16,390,643 |

GENESYS INTERNATIONAL CORPORATION LIMITED

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Till date we have not deposited any penalties, punishment and compounding of offences under Companies Act, 2013.

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|--------------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER DIRECTORS IN DEFAULT | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |

CORPORATE GOVERNANCE REPORT 2018-19

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Philosophy of Corporate Governance adopted by the Company is based on principles of transparency and ethical business operations. The Company continuously strives to enhance shareholders' value and balance the interest of its stakeholders, management, employees and the customers through sustainable development.

A report on corporate governance in line with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 ("the Act") for the year ended March 31, 2019 is listed below.

2. BOARD OF DIRECTORS

Composition, Shareholding, Other Directorship and Memberships

I. Composition

The Board of Directors of the Company represents an optimum combination of knowledge, experience and expertise in respective fields comprising of 6 (six) Directors including three Executive Directors and three Independent Directors as on March 31, 2019. Composition of the Board is in conformity with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Act.

Composition of Board, their positions, number of Equity Shares held, relationship with other Directors, other Directorships and memberships of Committees held by each of them as on March 31, 2019:

| Name | Category | No. of Equity Shares of face value of ₹ 5/- each held as on March 31, 2019 | No. of Directorship(s) held in other Public Limited Companies as on March 31, 2019* | No. of Committee(s) position held in other Companies as on March 31, 2019** | |
|---|---|--|---|---|--------|
| | | | | Chairman | Member |
| Mr. Sajid Malik DIN: 00400366 | Chairman & Managing Director- Promoter | 15,10,581 | 4 | NIL | NIL |
| Mrs. Saroja Malik DIN: 00400421 | Whole-Time Director - Promoter | 47,48,033# | 2 | Nil | 2 |
| Mr. Sohel Malik DIN: 00987676 | Executive Director - Promoter | 1,000 | NIL | Nil | Nil |
| Mr. Ganapathy Vishwanathan\$ DIN: 00400518 | Non-Executive Director - Independent Director | 50,372 | 3 | 2 | 2 |
| Mr. Hemant Majethia\$ DIN: 00400473 | Non-Executive Director - Independent Director | 10,304 | 3 | NIL | NIL |
| Mr. Ganesh Acharya\$ DIN: 00702346 | Non-Executive Director - Independent Director | 49,974 | 3 | 2 | 4 |

- Mr. Sajid Malik, Mrs. Saroja Malik and Mr. Sohel Malik are related to each other.

\$ Does not includes shares held by immediate relatives.

* Directorships in associations, private, foreign and Section 8 companies of the Act have not been considered.

** Denotes Chairmanships/ Memberships of Audit Committee and Stakeholders' Relationship Committee other than Genesys.

GENESYS INTERNATIONAL CORPORATION LIMITED

Does not include 2800 Shares held jointly by Mrs. Saroja Malik with Mr. Sajid Malik.

Names of the listed entities and the category of directorship where the person is a director in other Listed Companies.

| | | Directorship in Other Listed Entity | Category of Directorship |
|----|---|--------------------------------------|---|
| 1. | Mr. Sajid Malik DIN: 00400366 | 1. GI Engineering Solutions Limited. | Managing Director |
| | | 2. Ventura Guaranty Limited | Non- Executive Non- Independent Director |
| 2. | Mrs. Saroja Malik DIN: 00400421 | 1. GI Engineering Solutions Limited. | Director |
| | | 2. Ventura Guaranty Limited | Non- Executive Non- Independent Director |
| 3. | Mr. Sohel Malik DIN: 00987676 | NIL | NIL |
| 4. | Mr. Ganapathy Vishwanathan DIN: 00400518 | GI Engineering Solutions Limited. | Non – Executive Independent Director |
| 5. | Mr. Hemant Majethia DIN: 00400473 | Ventura Guaranty Limited | Whole-time Director |
| 6. | Mr. Ganesh Acharya DIN: 00702346 | 1. GI Engineering Solutions Limited | Non – Executive Independent Director |
| | | 2. Ventura Guaranty Limited | Non – Executive Independent Director |

A chart or matrix setting out the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively are as under :-

| | | |
|----|---------------------|---|
| 1. | Industry | Experience in and knowledge of the industry in which the Company operates. Experience and knowledge of broader industry environment and business planning |
| 2. | Leadership | Leadership experience resulting in understanding of organizations, processes, strategic planning, strategic choices and experience in guiding and leading management teams to make decisions and risk management. |
| 3. | Professional | Expertise in professional areas such as Technical, Accounting, Finance, Legal, Marketing, etc. |
| 4. | Technology | A significant background in technology, resulting in knowledge to create new business models. |
| 5. | Governance | Developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values. |

Confirmation

In the opinion of the Board that the Independent Directors fulfil the conditions specified under Regulation 34(3) and 53(f) of SEBI (LODR) Regulations, 2015 and are independent of the management.

Details of shareholding of Non – Executive Directors

The number of equity shares of face value of ₹ 5/- each held by the Non-Executive Directors as on March 31, 2019 is as under:

| Name of the Non-Executive Director | No. of Shares | % to paid up capital |
|------------------------------------|---------------|----------------------|
| Mr. Ganapathy Vishwanathan | 50,372 | 0.16 |
| Mr. Hemant Majethia | 10,304 | 0.03 |
| Mr. Ganesh Acharya | 49,974 | 0.16 |

II. Attendance, Roles and practices of the Board

During the year under review, the Board met seven (7) times. All the Board meetings were duly convened and conducted in compliance with the Secretarial Standards prescribed by the Institute of Company Secretaries of India.

The Notice, Agenda is circulated well in advance to the Board / Committee Members (except for the critical and price sensitive information, which is circulated at the meeting) to enable the Board / Committee members to take informed decisions. The gap between two Board Meetings did not exceed 120 days.

The Board periodically reviews the items required to be placed before it and in particular reviews and approves quarterly / half yearly unaudited financial statements and the audited annual financial statements, business plans, compliance reports of all laws applicable to the Company, signed by the concerned Head of the Departments. It monitors overall operating performance and reviews such other items, which require Board’s attention.

Date of Board Meetings are as follows:

1. April 04, 2018
2. May 30, 2018
3. August 14, 2018
4. August 31, 2018
5. November 14, 2018
6. February 14, 2019
7. March 29, 2019

The required quorum was present at all the meetings.

Attendance of Directors at Board Meetings during the Financial Year ended March 31, 2019 and last Annual General Meeting held on September 27, 2018

| Name | Category | No. of Board Meetings attended out of Meetings held | Attendance at last AGM |
|----------------------------|------------------------------|---|------------------------|
| Mr. Sajid Malik | Chairman & Managing Director | 7 | Yes |
| Mrs. Saroja Malik | Whole-Time Director | 7 | Yes |
| Mr. Sohel Malik | Executive Director | 4 | No |
| Mr. Hemant Majethia | Non-Executive Director | 7 | No |
| Mr. Ganapathy Vishwanathan | Non-Executive Director | 7 | Yes |
| Mr. Ganesh Acharya | Non-Executive Director | 6 | Yes |

In terms of Section 152 (6) of the Companies Act, 2013, the Independent Directors of the Company are not liable to retire by rotation.

3. BOARD COMMITTEES

The Board has constituted various Committees with specific terms of reference in line with the provisions of the Listing Regulations, Companies Act, 2013 and the Rules issued thereunder. The Board periodically reviews the composition and terms of reference of its Committees in order to comply with any amendments/modifications to the provisions relating to composition of Committees under the Listing Regulations, Companies Act, 2013 and the Rules issued thereunder. The Company currently have following Committees:

1. Audit Committee
2. Stakeholder and Remuneration Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee
5. Compensation Committee
6. Executive Committee

I Audit Committee

The Composition of the Audit Committee meets the criteria of Regulation 18 of SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Audit Committee acts as a link between the Statutory, Internal Auditors and the Board of Directors. The members of Audit Committee are Independent Directors, financially literate, having sound knowledge of finance, accounts, taxation and audit. The Chairman of Audit Committee, Mr. Ganapathy Vishwanathan, is a professional and an industry expert with experience of over two and half decades in financial matters.

The terms of reference of the Audit Committee are broadly as under:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending appointment or removal of the Auditors, fixation of audit fees, approval of payment for any other services rendered by the Auditors.
- Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement and the Board's report in terms of section 134(3)(c) of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made, if any, in the financial statements arising out of audit findings.
 - e) Compliance with the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other legal requirements relating to financial statements.
 - f) Disclosure of related party transactions, if any.
 - g) Qualifications, if any, in the draft audit report.
- Reviewing with the management, quarterly financial statements, before its submission to the board for approval.
- Review and monitor the Auditors' independence and performance, and effectiveness of audit processes.
- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of inter-corporate loans and investment, if any.
- Valuation of undertakings or assets of the company, wherever it is necessary.
- Evaluation of internal financial controls and risk management system.
- Reviewing with the management, performance of Statutory and Internal Auditors, adequacy of the internal control system.
- Reviewing the adequacy of internal audit function, including the staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussing with Internal Auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity, if any, or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussing with Statutory Auditors about the nature and scope of audit and ascertain post audit any area of concern.
- Reviewing reasons for defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors, if any.
- Reviewing the functioning of the Whistle Blower mechanism.
- Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

- Review the following:
 - a) Management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions;
 - c) Management letters / letters of internal control weaknesses, if any, issued by the Statutory Auditors;
 - d) Internal Audit reports relating to internal control weaknesses, if any;
 - e) The appointment, removal and terms of remuneration of the Internal Auditor
- Approval of appointment of CFO or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background etc. of the candidate;
- Such other functions, as may be assigned by the Board of Directors from time to time or as may be stipulated under any law, rule or regulation including the Listing Regulations and the Companies Act, 2013.

During the year under review, five (5) meetings of Committee were held on the following dates:

1. April 04, 2018
2. May 30, 2018
3. August 14, 2018
4. November 14, 2018
5. February 14, 2019

The Gap between two meetings was not more than three months. The composition of Audit Committee and details of meetings attended by the Members thereof are as follows:

| Name of Directors | Status | No. of Meetings Attended |
|----------------------------|----------|--------------------------|
| Mr. Ganapathy Vishwanathan | Chairman | 5 |
| Mr. Hemant Majethia | Member | 5 |
| Mr. Ganesh Acharya | Member | 4 |

The Company Secretary acts as the Secretary to the Committee. The Chief Financial Officer and representative of Statutory Auditor of the Company were invitees for all the audit committee meetings.

The Chairman of the Audit Committee, Mr. Ganapathy Vishwanathan, was present at the Thirty sixth Annual General Meeting held on September 27, 2018 to answer the shareholders' queries.

II. Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company is constituted in accordance with the provisions of Section 178 (5) of Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

| Name of Directors/ Member | Status | No. of Meetings Attended |
|----------------------------|----------|--------------------------|
| Mr. Ganapathy Vishwanathan | Chairman | 4 |
| Mr. Hemant Majethia | Member | 4 |
| Mr. Vineet Chopra* | Member | 4 |
| Mrs. Saroja Malik* | Member | 1 |

**In accordance with the changes in Listing Regulations, the Stakeholder Relationship Committee was reconstituted and Mrs. Saroja Malik was inducted as Member of the Committee in place of Mr. Vineet Chopra wef February 14, 2019*

The terms of reference of the Stakeholders Relations Committee are broadly as under:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- The Committee also reviews matters relating to unclaimed equity shares and dividend transferred to Investor Education and Protection Fund (IEPF) pursuant to the IEPF Rules.

The Company Secretary act as Secretary to the Committee.

During the year under review four (4) meetings of Stakeholder Relations Committee were held:

1. May 30, 2018
2. August 14, 2018
3. November 14, 2018
4. February 14, 2019

To redress investor grievances, the Company has a dedicated e-mail ID, investors@igenesys.com to which shareholders may send complaints / grievances.

Details of the investor's complaints received and redressed during the year 2018-19 are as follows:

| No. of Complaints received during the year | No. of Complaints solved to the satisfaction of investors | No. of pending complaints |
|--|---|---------------------------|
| Nil | Nil | Nil |

III. Nomination & Remuneration Committee

The Company has a Nomination and Remuneration Committee comprising three Non-Executive Independent Directors. The Composition and Role of the Committee is in conformity with provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations.

Major Terms of reference:

- To review and recommend the structure, size and composition of the Board of Directors and Committees;
- To formulate criterias for determining Qualification, positive attribute and independence of a Director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel (KMP) and other employees;
- Formulation of criteria for performance evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;

- To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, set appropriate performance benchmarks;
- Recommend to the board, all remuneration, in whatever form, payable to senior management;
- To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors;
- Any other related activities as the Committee or the Board deems necessary or appropriate.

The Committee comprises of three Independent Directors and it recommends to the Board all remuneration in whatever form payable to senior management.

NOMINATION AND REMUNERATION POLICY

Nomination and Remuneration Policy has been formulated in accordance with the provisions of the Companies Act, 2013 and Listing Regulations.

Salient feature of the Policy are as follows:

- All executive Directors will have a component of fixed salary, which may be fixed for the whole tenure or in a graded pay scale basis in addition to perks such as HRA, Medical Reimbursement, LTA, Personal accident insurance etc.
- Executive Directors will be entitled for actual entertainment and traveling expenses incurred for business purposes.
- Non-Executive Directors shall be entitled to payment of sitting fees for attending each Board and Committee Meetings as may be decided by the Board, within the limits prescribed under the Companies Act, 2013 and rules made thereunder.
- As approved by the shareholders and within the overall limits as prescribed by the Companies Act, 2013, the Non-Executive Director is paid commission based on their expertise, responsibility and involvement in the affairs of the company.
- Non-Executive Directors' actual expenses in connection with Board and Committee Meetings are to be reimbursed. In addition, if a Non-Executive Director is travelling on Company's business, as permitted by the Board, he shall be entitled for his travelling and lodging expenses on actual basis.

- KMPs shall be paid salary and perquisites, like other employees of the Company based on their qualification, job experience, as may be applicable and as may be applicable to the grade, to which they belong.
- Above referred, Remuneration to Directors shall be within the overall limits prescribed under the Companies Act, 2013 and as approved by the members of the Company in General Meeting and in compliance with any other applicable rules, legislation in force.

The Nomination and Remuneration Committee met once on May 30, 2018 during the financial year under review.

The Composition of Nomination & Remuneration Committee and details of meeting attended by the Members thereof are as follows:

| Name of Directors | Status | No. of Meetings Attended |
|----------------------------|----------|--------------------------|
| Mr. Ganapathy Vishwanathan | Chairman | 1 |
| Mr. Hemant Majethia | Member | 1 |
| Mr. Ganesh Acharya | Member | 0 |

The Company Secretary acts as a Secretary to the Committee.

The performance evaluation criteria for independent director are provided in the Director Report

REMUNERATION TO DIRECTORS

I. Remuneration to Executive Directors

| Name | Salary | Perquisites and Allowances | Total |
|-------------------|-----------|----------------------------|-----------|
| | (₹) | (₹) | (₹) |
| Mr. Sajid Malik | 36,00,000 | - | 36,00,000 |
| Mrs. Saroja Malik | 36,00,000 | - | 36,00,000 |
| Mr. Sohel Malik | - | - | - |

II. Remuneration to Non-Executive Directors

| Name | Sitting Fees | Commission | Total |
|----------------------------|--------------|------------|-----------|
| | (₹) | (₹) | (₹) |
| Mr. Ganapathy Vishwanathan | 31,000 | 11,00,000 | 11,31,000 |
| Mr. Hemant Majethia | 26,000 | NIL | 26,000 |
| Mr. Ganesh Acharya | 28,000 | NIL | 28,000 |

IV. Corporate Social Responsibility Committee

The Company has a Corporate Social Responsibility [CSR] Committee of directors as required under Section 135 of the Companies Act, 2013 and the Rules framed thereunder.

The Committee's responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'Corporate Social Responsibility Policy' and to suggest remedial measures wherever necessary:

Major terms of Reference:

- To formulate and recommend to the Board, CSR policy which shall indicate the activities to be undertaken by the Company in the areas or subjects as specified in Schedule VII of the Companies Act, 2013;
- To recommend the amount of expenditure to be incurred on the CSR activities;
- Monitor the CSR Policy of the Company and implementation from time to time;
- Such other functions as the Board may deem fit.

The CSR Committee met once on February 14, 2019 during the year under review. The Composition of the CSR Committee and the details of the Members' participation at the Meetings of the Committee are as under:

| Name of Directors | Status | No. of Meetings Attended |
|----------------------------|----------|--------------------------|
| Mr. Sajid Malik | Chairman | 1 |
| Mrs. Saroja Malik | Member | 1 |
| Mr. Ganapathy Vishwanathan | Member | 1 |

CSR Policy as formulated and adopted by Board of Directors of the Company is available on the Company website www.igenesys.com. The details of initiatives under taken by the Company as per the policy have been appended as an Annexure to the Directors Report.

V. Compensation Committee

Pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014 the Board has a Compensation Committee comprising of three members, two of whom are Independent Directors. The members of the Compensation Committee are as follows:

| Name of Directors | Status |
|----------------------------|----------|
| Mr. Sajid Malik | Chairman |
| Mr. Hemant Majethia | Member |
| Mr. Ganapathy Vishwanathan | Member |

The Company Secretary acts as Secretary to the Committee.

The Role of Compensation Committee is to formulate the detailed terms and conditions of the Employee Stock Option Scheme (the Scheme), to administer, the Scheme and to frame suitable policies and procedures to ensure compliance of relevant laws.

During the financial year 2018-19, five (5) Committee meetings were held on the following dates:

1. June 29, 2018
2. July 17, 2018
3. September 06, 2018
4. December 07, 2018
5. February 15, 2019

The composition of Compensation Committee and details of meetings attended by the Members thereof are as follows:

| Name of Directors/ Memeber | Status | No. of Meetings Attended |
|----------------------------|----------|--------------------------|
| Mr. Sajid Malik | Chairman | 4 |
| Mr. Ganapathy Vishwanathan | Member | 5 |
| Mr. Hemant Majethia | Member | 5 |

VI. Executive Committee

This Committee deals with the day to day business affairs and facilitates seamless operations. This Committee is a consultative body where important business issues are discussed and performance is reviewed periodically. The Committee informs the Board about important developments having bearing on the operational and financial performance of the Company.

Without prejudice to Board's authority, the role of the Executive Committee covers following matters:

- To consider, discuss and approve participation in tender, bid by the Company;
- To approve issue of performance guarantee, bid security in connection with participation in tender or performance of work;
- Banking operations and opening of new accounts etc;
- To authorize employee(s), officer(s), representative(s), or consultant(s) to negotiate, finalize, execute and sign applications, agreements, bonds, deeds, forms, tender documents etc;
- To do all such acts, deeds and things, required for smooth business operations and which does not require specific approval of the Board of Directors of the Company.

In the financial year 2018-19, five (05) Executive Committee meetings were held on the following dates:

1. April 23, 2018
2. June 26, 2018
3. August 13, 2018
4. December 06, 2018
5. March 21, 2019

The composition of Executive Committee and details of meeting attended by the Members thereof were as follows:

| Name of Directors | Status | No. of Meetings Attended |
|----------------------------|----------|--------------------------|
| Mr. Sajid Malik | Chairman | 5 |
| Mrs. Saroja Malik | Member | 5 |
| Mr. Ganapathy Vishwanathan | Member | 5 |

The Company Secretary acts as Secretary to the Committee.

4. Risk Management

Your Company has an adequate risk management policy in place to mitigate risks arising out of the operations of the Company. The Company does not have a formal risk management committee in place due to in-applicability of Regulation 21 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. However, the matters affecting the workings of the Company in terms of risks are rightly addressed by the Board as when necessary.

The criteria for applicability of Regulation 21 of the SEBI (LODR) Regulations, 2015 is to the top 100 listed entities, determined on the basis of market capitalisation as at the end of immediate previous financial year.

5. CODE OF CONDUCT

The Company has laid down a Code of Conduct under Regulation 26 of the SEBI (LODR) Regulations, 2015 for all its Board Members and Senior Management Personnel for avoidance of conflicts of interest. A copy of the Code of Conduct, which explicitly outlines the rights and responsibilities of Directors and Senior Management Personnel, is also available on the Company's website (www.igenesys.com).

There were no financial and commercial transactions, in which Board Members and Senior Management Personnel had personal interest, which could lead to potential conflict of interest with the Company during the year.

The declarations with regard to compliance with the Code of Conduct have been received for the year 2018-19 from all the Board Members and Senior Management Personnel. A declaration signed by the Chairman and Managing Director of the Company,

regarding affirmation of the compliance with the Code of Conduct by the Board Members and Senior Management Personnel is appended at the end of this report.

6. CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

The Company has a Code of Conduct to regulate, monitor and report trading by Designated Persons under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. All Designated Persons of the Company and their immediate relatives who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window for dealing in securities of the Company is closed as per the provisions of the above code.

The Company has adopted revised Insider Trading Policy effective from 1st April 2019 in conformity with the amendments prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company.

7. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company appoints Non-Executive Directors, who possess high integrity with relevant expertise and experience so as to have a diverse Board. In case of appointment of Independent Directors, the Nomination & Remuneration Committee satisfies itself with regard to the independent nature of the Directors vis-a-vis the Company so as to enable the Board to discharge its functions and duties effectively. The said Committee ensures that the candidate identified for appointment as a Director is not disqualified for appointment under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The Nomination & Remuneration Committee considers the following attributes / criteria whilst recommending to the Board the candidature for appointment as a Director:

- Qualification, expertise and experience of the Directors in their respective fields;
- Personal, Professional or Business standing;
- Diversity of the Board.

In case of re-appointment of Non-Executive Directors, the Board takes into consideration the performance evaluation of the Director and his engagement level.

8. MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met on February 14, 2019, inter alia, to:

- Evaluate performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluate performance of the Chairman of the Company, taking into account the views of the Executive and Non- Executive Directors;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at this Meeting.

9. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, the Independent Directors of the Company fulfill the conditions specified in the Act and Listing Regulations and are independent of the management.

10. FAMILIARISATION PROGRAMME

The Familiarization programme enable the Independent Directors to understand the Company's business and operations in depth and to familiarize them with the process and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. There were no programs conducted to familiarize the non-executive directors during the year.

11. RELATED PARTY TRANSACTION POLICY

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. The details of Related Party Transactions are placed before the Audit Committee for their approval.

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Necessary disclosures as required by the Accounting Standards (AS18) have been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website i.e. www.igenesys.com

12. SUBSIDIARY COMPANIES

As on March 31, 2019, the Company has one foreign subsidiary and one Indian step down subsidiary. A N Virtual World Tech Ltd (ANVWTL), incorporated in Cyprus is a material Subsidiary of the Company. Mr. Ganapathy Vishwanathan, Non executive Independent Director was appointed as Director on the Board of ANVWTL. The requirements of SEBI (LODR) Regulations, 2015 w.r.t. Subsidiary company have been complied with.

The Board has approved a policy for determining material subsidiaries which has been uploaded on the Company's website www.igenesys.com

13. WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Company has a Vigil Mechanism through its Whistle Blower Policy. The Policy ensures that strict confidentiality is maintained whilst dealing with matters of fraud and mismanagement and also that no discrimination will be meted out to any person for a genuinely raised matter. The said policy has been uploaded on the Company's website www.igenesys.com.

It is also hereby affirmed that no personnel have been denied access to the member of the Audit Committee of the Company.

14. DISCLOSURES

I. Details of non-compliance with regard to capital market

During the year under review, the Company has adequately complied with all the requirements of the SEBI (LODR) Regulations 2015 as well as other SEBI regulations and guidelines. There have been no instances of non-compliance and no penalties / strictures were imposed or passed on the Company by the Stock Exchanges, SEBI or any other statutory authority on any matter related to capital markets, during the last three years.

II. Disclosure of Accounting Treatment

In preparing the Annual Accounts for the year under review no accounting treatment was different from Accounting Standards that have been prescribed by the Institute of Chartered Accountants of India.

III. Recommendation of Committee

All the recommendations of the committees are accepted by the Board.

IV. Management Discussion and Analysis

Management Discussion and Analysis given separately and forms part of this Annual Report.

V. Certification of Corporate Governance Report:

Certificate from Mr. Raju Ananthanarayanan. Practising Company Secretaries (CP No. 8744), on Corporate Governance, as required by Regulation 34 of SEBI (LODR), Regulations, 2015, is incorporated in this Annual Report.

15. GENERAL MEETING DETAILS

- I. During the last three years there were only Annual General Meetings held as stated herein below. The details of the Meetings and Special Resolutions passed thereat are as follows:

| General Meeting | Date, Time & Venue | Special Resolution(s) passed |
|--------------------------------------|--|---|
| Thirty Fourth Annual General Meeting | September 30, 2016; 2.30 p.m. at Kohinoor Continental, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059 | <ol style="list-style-type: none"> 1. Approval for Material Related Party Transactions; 2. Approval for Material Related Party Transactions; and 3. Payment of Commission to Non-Executive Directors. |
| Thirty Fifth Annual General Meeting | September 28, 2017; 03.00 p.m. at Kohinoor Continental, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059 | <ol style="list-style-type: none"> 1. Re-appointment of Mrs. Saroja Malik (DIN : 00400421) as Whole-time Director; 2. Approval of Genesys International Corporation Limited - Employee Stock Option Scheme - 2017" ("Genesys ESOP Scheme - 2017"); and 3. Grant of stock options to the employees of Subsidiary Company/ies under GENESYS ESOP SCHEME - 2017". |
| Thirty Sixth Annual General Meeting | September 27, 2018 at 03.00 p.m. at Kohinoor Continental, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059 | <ol style="list-style-type: none"> 1. To increase the limits applicable for making investments / extending loans, giving guarantees or securities in connection with loans to persons or body corporate. 2. Loan to Private company(s) in which Directors are interested. |

- II. Details of resolution passed by way of Postal Ballot

During the year under review, the Company has not passed any resolution by way of Postal Ballot.

16. CEO / CFO CERTIFICATION

The Certificate required under Regulation 17(8) of the SEBI (LODR) Regulations, 2015, duly signed by the Chairman & Managing Director and Chief Financial Officer of the Company was placed before the Board of Directors of the Company at its Meeting held on May 22, 2019. The Certificate also forms part of this Report.

17. STATUS OF COMPLIANCE OF NON-MANDATORY REQUIREMENT

I. Audit Qualification

The Company's financial statements do not have any Audit qualifications for the financial year 2018-19.

II. Profile of Directors seeking re-appointment

Details of the Director seeking appointment/re-appointment as required by Regulation 36 of the SEBI (LODR) Regulations, 2015 already forms part of this Annual Report and is annexed as a separate statement to the Notice. Members are requested to view the same.

18. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company is not dealing / trading in any commodities / exchanges, hence does not have any exposure to commodity price risk. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018. The Company has a well-defined risk management framework to identify, monitor, mitigate and minimize foreign currency risk.

19. GENERAL SHAREHOLDER INFORMATION

| | |
|--|--|
| Corporate Identity Number (CIN) | L65990MH1983PLC029197 The Company is registered in the State of Maharashtra. |
| Registered Office | 73-A, SDF-III, SEEPZ, Andheri (East), Mumbai - 400 096. |
| Registrar & Share Transfer Agents | Bigshare Services Private Limited <u>Unit: Genesys International Corporation Limited</u> 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400 059, Maharashtra. Telephone: 91- 22- 6263 8200 Fax: 91- 22- 6263 8299 E-mail: investor@bigshareonline.com |
| Forthcoming Annual General Meeting of the Company | Day: Thursday Date: September 26, 2019 Time: 3.00 p.m. Venue: Kohinoor Continental, Andheri – Kurla Road, J.B. Nagar, Andheri (East), Mumbai – 400 059 |
| Financial Year | Commencing from 1st April and ending on 31st March |
| Address for communication | Genesys International Corporation Limited 73-A, SDF-III, SEEPZ, Andheri (East), Mumbai - 400 096 Tel: 022 - 4488 4488 Fax: 022 - 2829 0603 Email id: investors@igenesys.com |
| Book Closure dates | September 20, 2019 to September 26, 2019 (both days inclusive) |
| Dividend Payment date | The dividend on Equity Shares, if approved, at the Thirty seventh Annual General Meeting to be held on September 26, 2019, will be credited / dispatched within 30 days from the date of declaration. |

| Means of Communication | |
|---|--|
| Quarterly / Annual Results | The quarterly / annual results and notices as per statutory requirements are published in 'Free Press Journal' and 'Navshakti' for the year under review. |
| Posting of information on the website of the Company | The annual / quarterly results of the Company, shareholding pattern, Corporate Governance, Notices, Details of Postal Ballot, Annual Reports etc. are regularly posted on Company's website www.igenesys.com under the separate dedicated head 'Investors'. |
| Listing of Equity Shares on Stock Exchange | <ol style="list-style-type: none"> BSE Limited (BSE) P. J. Towers, Dalal Street, Fort, Mumbai-400001 Company's Scrip Code: 506109 National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 Company's Symbol: GENESYS |
| ISIN | International Security Identification Number (ISIN) for Company's Equity Shares held in Demat Form with NSDL and CDSL is INE727B01026 |

20. OTHER INFORMATION

I. Annual Listing Fees and Custodial Fees

The listing fees and custodial fees for the financial year 2019-20 have been paid by the Company.

II. Market Price Data

Monthly highest traded price, lowest traded price and trading volumes of the Company's Equity Shares during the financial year 2018-19 at BSE and NSE are noted as below:

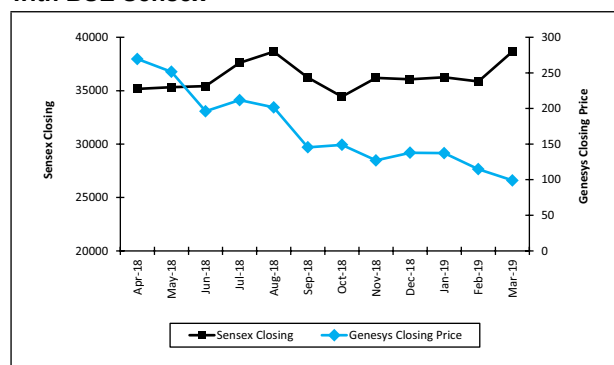
| Month | BSE | | | NSE | | |
|-----------------|--------|--------|----------------------|--------|--------|----------------------|
| | High | Low | No. of shares traded | High | Low | No. of shares traded |
| April, 2018 | 312.60 | 259.60 | 2,32,213 | 312 | 255.05 | 13,29,783 |
| May, 2018 | 276.15 | 231.40 | 8,53,039 | 270.50 | 232.60 | 24,81,705 |
| June, 2018 | 251.00 | 187.00 | 2,76,226 | 253.10 | 186.20 | 13,22,185 |
| July, 2018 | 226.00 | 166.40 | 3,44,429 | 226.00 | 164.10 | 22,90,364 |
| August, 2018 | 224.90 | 193.95 | 1,88,411 | 224.00 | 195.05 | 9,69,822 |
| September, 2018 | 202.00 | 140.85 | 2,38,305 | 203.00 | 134.20 | 5,87,851 |
| October, 2018 | 160.00 | 130.00 | 1,16,546 | 153.40 | 127.15 | 5,29,377 |
| November, 2018 | 166.40 | 125.10 | 29,804 | 166.00 | 123.35 | 4,36,288 |
| December, 2018 | 161.80 | 122.70 | 81,598 | 159.75 | 121.50 | 6,35,758 |
| January, 2019 | 148.35 | 112.00 | 44,295 | 149.00 | 132.30 | 3,07,920 |
| February, 2019 | 137.25 | 113.55 | 33,154 | 138 | 111.15 | 1,72,008 |
| March, 2019 | 127.70 | 97.30 | 6,20,665 | 126.30 | 98.00 | 7,92,769 |

(Source: Websites of BSE and NSE)

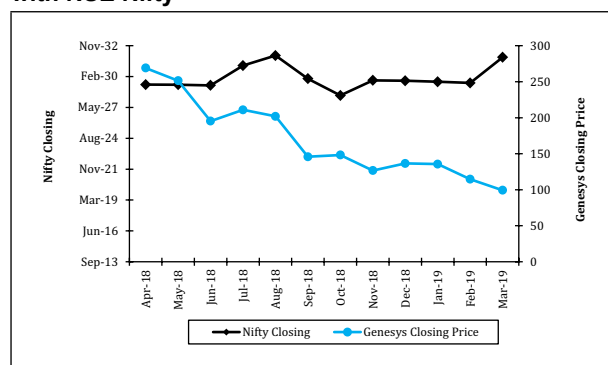
GENESYS INTERNATIONAL CORPORATION LIMITED

III. Performance of Share Price of the Company in Comparison with Stock Exchange Indices

Comparison of the Company's closing share price with BSE Sensex



Comparison of the Company's closing share price with NSE Nifty



*Indices are based as on the last trading day of the Month.

IV. Distribution of Shareholding as on March 31, 2019

| No. of Equity Shares held | Shareholders | | Shares | |
|---------------------------|--------------|---------------|-----------------|---------------|
| | Number | % | Number | % |
| upto 500 | 4773 | 85.57 | 935697 | 3.01 |
| 501 - 1000 | 286 | 5.13 | 440829 | 1.42 |
| 1001 - 2000 | 205 | 3.68 | 604191 | 1.94 |
| 2001 - 3000 | 84 | 1.50 | 423925 | 1.36 |
| 3001 - 4000 | 50 | 0.90 | 356857 | 1.15 |
| 4001 - 5000 | 31 | 0.56 | 290200 | 0.93 |
| 5001 – 10000 | 65 | 1.16 | 941252 | 3.02 |
| 10001 & above | 84 | 1.50 | 27119361 | 87.17 |
| Total | 5578 | 100.00 | 31112312 | 100.00 |

V. Shareholding pattern as on March 31, 2019

| Description | No. of Shareholders | Number of shares | Nominal Amount of Shares held of ₹5/-each | Percentage of Shareholding |
|---|---------------------|--------------------|---|----------------------------|
| Promoters | 5 | 1,59,80,902 | 7,99,04,510 | 51.37 |
| Independent Directors & their relatives | 6 | 4,23,654 | 21,18,270 | 1.36 |
| Mutual Fund | 1 | 2,300 | 11,500 | 0.01 |
| Financial Institution | 2 | 14,205 | 71,025 | 0.05 |
| Bodies Corporate | 173 | 19,13,243 | 95,66,215 | 6.15 |
| Foreign Portfolio Investors/FII | 10 | 25,97,283 | 1,29,86,415 | 8.35 |
| Non Resident Indians | 85 | 2,16,580 | 10,82,900 | 0.70 |
| Individuals / Trust | 5,085 | 95,28,650 | 4,76,43,250 | 30.61 |
| Clearing Member | 56 | 4,27,831 | 21,39,155 | 1.38 |
| Central Government/ State Government(S)/ President Of India | 1 | 7,664 | 38,320 | 0.02 |
| Total | 5,424 | 3,11,12,312 | 15,55,61,560 | 100.00 |

VI. Dematerialisation of Shares

The equity shares of the Company are traded in dematerialised form and are available for trading under National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Precisely, 99.86% of the Equity Share Capital of the Company is held in dematerialized form with NSDL and CDSL as on March 31, 2019.

VII. Share Transfer System

The shares of the Company are compulsorily traded in dematerialised form. The process and approval of share transfer has been delegated to the Stakeholders' Relationship Committee. Shares received in physical form are transferred within a period of 15 days from the date of lodgment subject to documents being valid and complete in all respects.

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 amended Regulation 40 of SEBI (LODR) Regulations, 2015 pursuant to which after March 31, 2019 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository.

VIII. Plant Locations

The Company is into Geospatial services business and does not require any manufacturing plants but it has a few development centers. The addresses of the development centers / offices of the Company are given elsewhere in the Annual Report.

IX. Proceeds from public issues, right issues, preferential issues etc.

There was no public/ right/ preferential issue during the year.

X. ADRs/GDRs/Warrants

The Company has not issued any GDRs/ADRs/Warrants or any other convertible instruments.

XI. Certificate from a Company Secretary in Practice confirming that the directors are not debarred or disqualified by SEBI/MCA or any statutory authority is published as an annexure to this Report.

XII. Calendar for declaration of Financial Results for the Quarters and Annual General Meeting for Financial Year 2019-20 (tentative)

| | |
|---|----------|
| Quarter ending June 30, 2019 | Aug-2019 |
| Quarter and Half-Year ending September 30, 2019 | Nov-2019 |
| Quarter ending December 31, 2019 | Feb-2020 |

| | |
|--|-----------|
| Quarter and Financial Year ending March 31, 2020 | May-2020 |
| Annual General Meeting for the year ended March 31, 2020 | Sept-2020 |

XIII. Transfer of unclaimed dividend to Investor Education and Protection Fund

According to the provisions of Sections 124 and 125 of the Companies Act, 2013 & the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the amount in the unpaid dividend account which remain unpaid or unclaimed for a period of seven years from the date of disbursement also needs to be transferred to the Investor Education & Protection Fund ('IEPF') maintained by the Central Government as per the provisions of the Companies Act, 2013.

The table below gives details of unclaimed dividend for the period of last seven years from the date of last Annual General Meeting of the Company. If not claimed within a period of seven years, the same will be transferred to IEPF in accordance with the schedule given below:

| Financial Year | Date of declaration of dividend | A m o u n t remaining unclaimed / unpaid as on March 31, 2019 (in ₹) | Due date of transfer to IEPF |
|----------------|---------------------------------|--|------------------------------|
| 2011-12 | 28-Sep-2012 | 92,355.00 | 4-Nov-19 |
| 2012-13 | 20-Sep-2013 | 20,992.25 | 27-Oct-20 |
| 2013-14 | 29-Sep-2014 | 12,690.29 | 5-Nov-21 |
| 2014-15 | 29-Sep-2015 | 0.00 | 5-Nov-22 |
| 2015-16 | 30-Sep-2016 | 1.71 | 6-Nov-23 |
| 2016-17 | 28-Sep-2017 | 13,992.97 | 4-Nov-24 |
| 2017-18 | 27-Sep-2018 | 15,075.70 | 3-Nov-25 |

**Due to issuance of dividend drafts instead of dividend warrants the balance in the above accounts is shown as debited on issuance of drafts regardless of the same being encashed.*

Nodal Officer

Mr. Vineet Chopra, General Manager- Legal and Company Secretary of the Company is the Nodal Officer for the purpose of co-ordination with the IEPF Authority as to ensure processing and verification of claims by the shareholders in time bound manner.

XIV. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a. number of complaints filed during the financial year: 0
- b. number of complaints disposed of during the financial year: 0
- c. number of complaints pending at end of the financial year: 0

XV. Fees to Statutory Auditor

Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part was ₹ 1,521,000/- (Rupees Thirteen Lakh Twenty One Thousand only), for the year under review.

21. DISCRETIONARY REQUIREMENTS

The Company has adopted discretionary requirements as specified in Part E of Schedule II to the extent of the auditors' report on statutory financial statements of the Company are unqualified.

22. COMPLIANCE WITH GOVERNANCE FRAMEWORK

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.

This Corporate Governance Report of the Company for the year 2018-19 is in compliance with the requirements of Corporate Governance under Regulation 27(2) of Listing Regulation.

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,

The Board of Directors,

Genesys International Corporation Limited

As stipulated under Regulation 17(8) of SEBI (LODR) Regulations, 2015, we hereby certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2019, and that to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. 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 violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company over financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls over financial reporting, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - a) significant changes in internal controls over financial reporting during the year;
 - b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) instances of significant fraud of which we have become aware of 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.

For GENESYS INTERNATIONAL CORPORATION LIMITED

SAJID MALIK
CHAIRMAN & MANAGING DIRECTOR
(DIN : 00400366)

RATAN DAS
CHIEF FINANCIAL OFFICER

Place: Mumbai
Dated: May 22, 2019

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Under Clause 34(3) and 53(7) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015)

We have examined the relevant registers, records, forms, returns and disclosures received from Genesys International Corporation Limited having CIN L65990MH1983PLC029197 and having registered office at 73A SDF-III, SEEPZ, Andheri (East) Mumbai-400096 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on March 31, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Roy Jacob & Co
Company Secretaries

Sd/-

Roy Jacob
(Proprietor)
FCS No.9017
C.P No.8220

Place: Mumbai
Dated: May 22, 2019

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT

To,
The Members of
Genesys International Corporation Limited

Sub: Declaration by the Managing Director under Regulation 34(3) read with Schedule V (D) of SEBI(LODR) Regulations, 2015

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, 2019.

For GENESYS INTERNATIONAL CORPORATION LIMITED

SAJID MALIK
CHAIRMAN & MANAGING DIRECTOR
(DIN : 00400366)

RATAN DAS
CHIEF FINANCIAL OFFICER

Place: Mumbai
Dated: May 22, 2019

**PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF
GENESYS INTERNATIONAL CORPORATION LIMITED**

I have examined the compliance of the conditions of the Corporate Governance by Genesys International Corporation Limited ("the Company") for the year ended on March 31, 2019 as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI (LODR) Regulations, 2015"), as amended till date.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (LODR) Regulations 2015 for the year ended March 31, 2019.

I 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 Raju Ananthanarayanan, Company Secretaries

Raju Ananthanarayanan
FCS- 4175 CP No: 8744

Place: Mumbai
Date : May 22, 2019

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Overview and Developments

The most important component of Geographic Information Systems (GIS) is its requirement for spatial data. Data that describes different instances through space and time is referred to as 'spatial data'. The representation of the real-world in the form of 2D and 3D spatial data (digital intelligent maps) is done for both surface and subsurface features in various scales and projection systems for solving various problems. Taking into consideration the importance of spatial data, there are few components that play important roles in the GIS Industry. These components are Data collection and extraction, Data conversion and compilation, Data management and integration, Infrastructure implementation, Software application development, Information query, location analytics and distribution of these datasets in the form of intelligent maps to the clients through various platforms. Training of the professionals to have skill sets to operate systems and generate new and update old spatial datasets is important and is a continuous process.

Spatial Data may come from a variety of sources and in a variety of formats. The thrust is to collect these datasets accurately using faster methods. Most implementations of GIS at an organizational scale involve a great deal of effort in collecting and compiling a usable spatial data set. New collection systems are not the only source for spatial data. There is a great volume of data existing as Single Line Diagrams, As-built, map libraries, historical data sets and archives that are utilized in GIS. They provide a valuable secondary source of spatial information and a significant sector of the spatial information market. The datasets available in secondary sources are integrated with the primary datasets. Datasets also comes from wide variety of sources from multiple platforms and processed in different industry standard and open source software's. It requires interoperability. There is a growing awareness amongst the user groups on data interoperability. These are achieved through complying global and Indian interoperability standards lead by institutions like ISO, OGC, BIS etc.

Besides conventional surveys, the usage of Multi-sensor vehicle-borne laser mapping system (LiDAR), Unmanned Aerial Systems (UAS), Ground Penetrating Radars (GPR) are increasing for more accuracy of the measurements. In the mapping front, plenty of automations are taking place to complete the job more accurately in lesser time. In the areas of geospatial software development, virtual reality through uses cases on 3D visualisation of the real world objects in web centric environment, augmented reality and Block chain technologies are taking place. Cloud based services, artificial intelligence and Big data technologies are on rise.

According to the Geo Buiz Report 2018 as published by Geospatial Media and Communications, the GIS and Spatial Analytics market is expected to grow from US\$ 66.2 Billion in 2017 to US\$ 88.3 Billion in 2020 growing at a CAGR of 12.4%. While the software GIS market is expected to be US\$ 17.9 Billion in 2020, the Services and Solutions, and the Content segment is going to hold the largest share of the pie with US\$ 46.2 Billion and US\$ 24.2 Billion in 2020 respectively.

Government Initiative and GIS Industry in India

Government of India has embarked on several initiatives such as Smart Cities, AMRUT, Pradhan Mantri Awas Yojna (PMAY) Bharatmala, Bharatnet, National Rural Health Mission, Pradhan Mantri Fasal Bima Yojna. In FY 2018-19 these initiatives have gained momentum. The Smart cities programme received a 54% jump in the budget for 2018-19 compared to 2017-18, and emerged as the government's flagship scheme in the area of urban renewal GIS based Enterprise systems are being implemented in these cities.

₹ 6000 crores have been allocated for the AMRUT mission during 2018-19 as against last year's allocation of ₹ 5000 crore which is an increase of 20%. GIS based Property Tax Management System being implemented in AMRUT Cities. Under the Phase-1 of the Bharatmala Pariyojana, approximately 35,000 km of road construction has been approved.

In the sector of Digital Infrastructure, the General Budget 2018-19 announced a doubling of allocation on Digital India Program to ₹ 3073 crores. ₹ 10000 crores have been provided in Budget 2018-19 for creation and augmentation of telecom infrastructure. The Government proposed to set up 5 lacs Wi-Fi hot spots which will provide broadband access to 5 crore rural citizens.

The government is committed towards agriculture and rural economy with a total of ₹ 14.34 lacs crore (US\$ 225.43 billion) to be spent for creation of livelihood and infrastructure in rural areas. Institutional credit to the agriculture sector is targeted

at ₹ 11 lacs crore (US\$ 172.93 billion) for 2018-19, compared to ₹ 10 lacs crore (US\$ 157.2 billion) for 2017-18. Budget allocation for the crop insurance scheme-Pradhan Mantri Fasal Bima Yojana has been increased by 44 percent year-on-year to ₹ 13,000 crore for 2018-19.

Budgeted expenditure on health, education and social protection for 2018-19 is ₹ 1.38 lacs crore (US\$ 21.69 billion) which is expected to increase by ₹ 15,000 crore (US\$ 2.36 billion) after additional allocations during the year. Role of technology in the education sector will be increased with a focus on increased digital intensity.

For 2018-19, the government has given ₹ 8,860 crore to the water resources segment, 2000 crores up from ₹ 6,887 crore in 2017-18. The ministry of water resources is implementing key projects such as Namami Gange, Pradhan Mantri Krishi Sinchayi Yojana and river inter-linking. A total of 187 projects have been sanctioned under the NamamiGange programme for infrastructure development, river surface cleaning, rural sanitation and other interventions at a cost of ₹ 16,713 crore.

In all the aforementioned segments use of geospatial data and technologies are immense.

Global Geospatial Trends

Geospatial information has a key role to play in delivering sustainable social and economic development across the globe. This is achieved through collaboration of multiple technologies. As per the United Nations Committee of Experts on Global Geospatial Information Management (UN GGIM) there is a global trend of moving from two dimensional (2D) mapping to three dimensional (3D) mapping. The use of the fourth dimension (4D) is also likely to increase over the coming five to ten years in geographic information systems (GIS), with GIS companies increasingly providing 'time' functionality as an additional dimension alongside conventional x, y and z coordinates. Unmanned aerial vehicles (UAVs) in the civilian sector are likely to be used increasingly as an additional method of data capture and will complement satellite remote sensing and aerial imagery. The accuracy of optical imaging sensors will continue to improve significantly over the coming years, bringing with it the ability to identify features on the ground better.

Mobile mapping systems will be upgraded for capturing and processing both street level visual information, points of interest (POI) and attribute data in more detail. The network of tomorrow, built on an increasing number of sensors and thus increasing data volumes, will produce a hyper connected environment or 'Internet of Things', with estimates of over 50 billion things connected by 2020 and geospatial data and technologies will be in the heart of it.

Projects / initiatives undertaken by Genesys

Genesys continued with the acceptance and delivery of the projects from both domestic and international markets. Broadly the projects were carried out in the domain of Urban, Roads, Telecom, Mining and natural resources segments. The company is carrying out 3D mapping projects for one of the city and its environ in India. The exercise has been carried out by aerial survey with a modern aerial LiDAR sensor. OGC complaint enterprise software built by Genesys continues to have a demand in the African market for geospatial data dissemination specially for urban domain. New modules are being added to the existing software for enhanced revenue management.

Opportunities and Challenges

The GIS Industry covers a broad range of areas of opportunity. The new initiatives by Government of India in infrastructure development under Smart Cities, AMRUT, Bharatmala, Bharatnet, Digital India and Make in India schemes are driving demand for geospatial content and services especially mapping and surveying. With the release of the drone policy by the government, there is low dependency on high resolution satellite data for a city level datasets. City level mapping drone surveys provides higher resolution datasets compared to satellite data. There is a now a growing demand for LiDAR based mapping for identifying the assets in the telecom, roads and gas sectors. Mapping the underground utilities using Ground Penetrating Radars (GPR) and viewing it with the Augmented reality technology has immense potential.

Government has a thrust on telecom sector. Large scale telecom route survey using Mobile mapping system integrated with LiDAR and Panoramic imaging sensors for identifying the missing OFC assets is an opportunity. Also this technology is now used for laying new Optical Fibre cables and other utilities in the road corridors. The large businesses in India,

public and private, are incorporating location-based technologies at enterprise level for increasing the efficiency in the business processes.

Identifying underground utilities accurately still remains a challenge. Mapping the indoors continues to be a challenge as its benefits are largely not realized, since the indoors are private in nature and access is mostly restricted. However, once the benefits are understood by the Mall owners, airport authorities and competent authorities of critical infrastructures like Hotels, Important heritage and government buildings, business will continue to flow in this sector too.

Discussion on Financial Performance Ratios

| Ratios | Standalone | | Consolidated | |
|--------------------------------|------------|------------|--------------|------------|
| | FY 2018-19 | FY 2017-18 | FY 2018-19 | FY 2017-18 |
| Debtors Turnover Ratio | 2.21 | 2.86 | 2.29 | 2.74 |
| Interest Coverage Ratio* | 6.93 | 18.84 | 1.14 | 11.85 |
| Current Ratio | 2.59 | 2.62 | 2.17 | 2.15 |
| Debt Equity Ratio | 0.24 | 0.21 | 0.23 | 0.22 |
| Operating Margin Ratio** | 15% | 34% | 3% | 23% |
| Net Profit Margin*** | 10% | 26% | -3% | 14% |
| Return on Net Worth (RONW)**** | 5% | 12% | -1% | 6% |

* Change in interest coverage ratio is on account of increased borrowing cost and reduced earnings before interest and tax.

** While the revenue remained at the same level over the previous year, operating margin ratio has come down due to fall in the earnings before interest and tax (EBIT). Such reduction in the EBIT is attributable to increase in the employee benefit cost, depreciation and amortization expenses and other expenses necessitated by the nature of projects executed during the year.

*** While the revenue remained at the same level over the previous year, operating margin ratio has come down due to fall in the net profit after tax (PAT). Such reduction in the PAT is attributable to increase in the employee benefit cost, depreciation and amortization expenses, finance cost and other expenses necessitated by the nature of projects executed during the year.

**** Reduction in the return on net worth is attributable to the fall in PAT for reasons explained above.

Equity

Equity Share Capital

During the year, under the ESOP scheme 2010, 162,800 equity shares (previous year: 341,300 equity shares) of ₹ 5 each, were issued to the eligible employees. Each such share carried a premium of ₹ 21 per share payable at the time of application for allotment of the shares. Consequently, the Paid up Capital increased to ₹ 1,555.62 lacs at the end of March 31, 2019, as against ₹1,547.48 lacs at the end of March 31, 2018.

The authorised equity share capital remained unchanged at ₹ 2,550.00 lacs comprising of 51,000,000 shares of ₹ 5 each at the end of March 31, 2019.

Other Equity

Other Equity as on March 31, 2019 was ₹ 20,832.77 lacs as against ₹ 20,934.77 lacs as on March 31, 2018. Other equity includes Capital Reserve of ₹ 1,735.06 lacs, General reserve of ₹ 2345.85 lacs at the end of 2018-19 and the balances on these two accounts remain the same as at the end of 2017-18. Other items in the Other Equity include Share Application Money of ₹ 0.62 lacs (previous year: nil), securities premium reserve of ₹ 5,075.99 lacs (previous year: ₹ 4,961.30 lacs), Employees Stock Options Outstanding of ₹ 511.40 lacs (previous year: 373.48 lacs), Foreign Exchange Fluctuation reserve of ₹ (3,014.16 lacs) (previous year: (₹4,048.98 lacs)), Balance of surplus in the Profit & Loss Account of ₹14,178.01lacs (previous year: ₹15,568.07 lacs).

Borrowings

While there has been a reduction in the Non-Current Borrowings at the end of 2018-19, Current Borrowings has gone up during the same period. Non-Current Borrowing has gone down to ₹110.46 lacs at the end of 2018-19 as compared to ₹ 152.44 lacs at the end of previous year, Current Borrowings have risen to ₹1,888.89 lacs as on March 31, 2019 as against ₹ 1,555.51 lacs at the end of earlier year. Current Borrowings primarily represent borrowings from banks for working capital / overdraft and others.

Provisions

Non-Current Provisions are related to Employee Benefits and include Compensated Absences and Gratuity estimated as payable beyond 12 months period. Such provisions stood at ₹ 524.23 lacs as on March 31, 2019 as compared to ₹435.62 lacs at the end of March 31, 2018.

Current Provisions include estimated liability on account of Employee Benefits and Others which are expected to be paid within 12 months period. At the end of 2018-19, current provisions were at ₹ 304.87 lacs, down from ₹331.43 lacs at the end of previous year.

Trade Payables

There has been an increase in Trade payables at the end of 2018-19. It has risen to ₹ 1,525.43 lacs at the end of 2018-19 from ₹956.09 lacs at the end of previous year. Of the total trade payables, amount payable to MSME was ₹1.27 lacs (previous year: nil) as on March 31, 2019. Details about MSME have been determined based on information provided to us by such units.

Current Liabilities

Current Liabilities, other than Borrowings, Trade Payables and Provisions, include Other Current Financial Liabilities, Other Current Liabilities and Current Tax Liabilities (net).

Other Current Financial Liabilities include current maturities of long-term debt and finance lease obligation, unclaimed dividend, and other payables including salary payable, etc. as on March 31, 2019, Other Current Financial Liabilities stood at ₹1,627.59 lacs as against ₹1,470.74 lacs as on March 31, 2018.

In Other Current Liabilities, there has been a decline in the balance as on March 31, 2019 at ₹ 546.04 lacs from ₹936.59 lacs at the end of March 31, 2018.

Current Tax Liabilities (Net)

Current Tax liabilities (Net) represents tax balance of respective assessment years net of advance, self assessment tax and TDS receivables. Current Tax Liabilities (Net) balance as on March 31, 2019 was, ₹255.14 lacs as against ₹704.49 lacs as on March 31, 2018.

Non-Current Assets

Property, Plant and Equipment, net of depreciation, were at ₹2,395.88 lacs at the end of March 31, 2019. It was at ₹2,486.12 lacs as on March 31, 2018

Gross Block includes Tangible and Intangible Assets, besides Capital Work-in-progress. Total of Gross Block was at ₹32,624.05 lacs as on March 31, 2019, up from ₹31,784.98 lacs at the end of previous year. During the year, ₹1,060.91 lacs worth of assets were added to the Gross Block.

Value of Net Block of the assets, net of depreciation, stood at ₹20,770.62 lacs as on March 31, 2019. Corresponding number for the previous year was at ₹21,705.80 lacs.

₹ 1,877.26 lacs was charged to the Profit & Loss Account during the year 2018-19 as against ₹1,420.23 lacs in the earlier year.

Investments

Total value of Investment, both at cost and at amortised value, remained at the same level as the last year and there was no purchase and sale of Investments during the year like the previous year. Consequently the total value of Investments remained at ₹ 1,104.06 Lacs as on March 31, 2019, same as previous year.

Trade Receivables

Trade Receivables, net of allowance for expected doubtful amount, rose to ₹ 5,852.70 lacs, as on March 31, 2019; as against ₹ 4,176.19 lacs, at the end of March 31, 2018. Steep rise in the balance of trade receivables at the end of 2018-19, is attributable to the fact that there was a sharp increase in the invoicing to the customers towards the end of March, 2019.

Cash and Bank Balance

Total cash and bank balance as on March 31, 2019, was at ₹423.50 lacs as against ₹3,790.30 lacs at the end of earlier year. Such balances are being maintained in current and deposits accounts with scheduled banks.

Other Financial Assets

Non-Current Other Financial Assets include Deposits given to prospective customers for business (EMDs), to government / other agencies (security deposits) for various utility services, to landlords to secure rented premises, etc. Balance of such deposits was ₹ 131.40 lacs as on March 31, 2019 as against ₹129.00 lacs in the previous year.

Current Other Financial Assets represent unbilled revenue, interest accrued and due, and facility deposits. Balance of Current Other Financial Assets as on March 31, 2019 was ₹ 4,287.51 lacs, up from ₹ 3,499.17 lacs at the end of previous year.

Other Assets

Other Assets include Other Non-Current Assets representing Capital Advance, Other Advances and Prepaid Expenses. Balance as on March 31, 2019 was ₹ 615.28 lacs as against ₹ 261.40 lacs in the previous year.

Other Current Assets include Other Advances, Balance with Revenue Authorities and Prepaid Expenses. Balance as on March 31, 2019 has increased to ₹ 2,730.31 lacs as against ₹ 1,086.34 lacs in the previous year.

Current Tax Assets, net of provision, include Advance Income Tax and Loans include loans and advance given to employees.

Deferred Tax Assets (Net)

Deferred Tax Assets (net of Deferred Tax Liability) balance as on March 31, 2019 was ₹ 2,379.36 lacs as against ₹ 2,454.94 lacs as at the end of previous year. Deferred Tax Assets (net of Deferred Tax Liability) also include MAT Credit to the tune of ₹1,842.42 lacs as on March 31, 2019 as against ₹1,877.54 lacs at the end of previous year.

Income and Expenditure

Income

In the 2018-19, revenue from operation remained almost at the same level vis-a-vis 2017-18. While there was increase in the revenue in the previous compared to the year before, revenue from operations remained at close to the same level in 2018-19 largely on account of dependency on the customers, etc. for inputs and others. Revenue from Operations in 2018-19 was of ₹11,473.09 lacs, marginally up from ₹11,376.74 lacs in the previous year. Other income comprises of miscellaneous income, exchange gain and Interest income. During the year 2018-19, Other Income reported was of ₹ 294.45 lacs as against ₹395.62 lacs in the previous year.

Expenditure

Total expenditure during 2018-19 increased to ₹11,730.49 lacs from ₹9,421.01 lacs in 2017-18. Increase in the expenditure is primarily attributable to increase in the Employee benefit expenses, depreciation and amortisation expenses and project expenses.

Internal Control & Cost Control

Necessary structured and well-defined internal control systems, commensurate with the size and nature of our operations have been put in place. The system, which includes policies and procedures, covers all aspects of our operations. We have an internal audit process in place, which is being reviewed by the Audit Committee.

We have put good amount of emphasis on the cost control initiative to remain effective in this competitive world. It includes weighing different alternatives before taking any decision on any corporate as well as operational initiatives.

MIS and other reports are being regularly discussed to ensure effectiveness of the internal control and cost control systems.

Human Resources

Success of a service company largely depends on its human resources. We have necessary policies and processes in place for performance management of our employees to help us to identify training needs, etc. We have taken measures to empower and incentivise our employees to enable them to contribute towards our organisational goals.

Note: Unless otherwise indicated, all financial numbers are extracted from Consolidated Financials

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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GENESYS INTERNATIONAL CORPORATION LTD.

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **Genesys International Corporation Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2019, the statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter

i) **Accuracy of recognition, measurement, presentation and disclosures of revenue and other**

related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)

The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date. (Refer to Notes 24 to the standalone financial statements)

How are audit addressed the key audit matter

Principal Audit Procedures

We assessed the company's process to identify the impact of adoption of the new revenue accounting standard.

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

- Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.
- Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, performance and inspection of evidence in respect of operation of these controls.
- Tested the relevant information technology systems access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.
- Selected a sample of continuing and new contracts and performed the following procedures:
 - Read, analysed and identified the distinct performance application in these contracts.
 - Compared these performance obligation with that identified and recorded by the company.

- Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.
- Samples in respect of revenue record for time and material contracts were tested using a combination of approved timesheet including customer acceptances, subsequent invoicing and historical trend of collection and disputes.
- Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
- In respect of samples relating to fixed-price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems.
- Sample of revenues aggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
- Performed analytical procedures for reasonableness of revenue disclosed by type and service offerings.
- We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in Board's report including annexures of Board's Report but does not include the standalone financial statements and our auditor's report thereon. The aforesaid other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. When we read the above mentioned other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and those charged with governance for the standalone Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's

report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure - A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and 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 it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 33 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

With respect to the matter to be included in the Auditors' Report under section 197(16): In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

FOR G. K. CHOKSI & CO.
Chartered Accountants
[Firm Regn. No. 125442W]

(SHREYAS V. PARIKH)
Partner
Mem. No. 33402

Place : Mumbai
Date : 22nd May, 2019

(Referred to in paragraph 2 under 'Report on Other Legal

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

and Regulatory Requirements' section of our report of even date)

- (i) (a) The Company has maintained proper records showing fullparticulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies reported on verification were not material and have been properly dealt with in the books of accounts.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Company is a service company, primarily rendering computerbased services in the area of Geospatial Information System (GIS). Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made or guarantees and securities provided.
- (v) According to the information and explanations given to us, the Company has not accepted deposits as defined in the Companies (Acceptance of Deposits) Rules, 2014. Accordingly, the provisions of paragraph 3(v) of the Order are not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company. Therefore the provisions of paragraph 3(vi) of the Order are not applicable to the company.
- (vii) In respect of statutory dues:
 - (a) According to Information given to us, the Company is generally regular in depositing undisputed statutory dues with appropriate authorities.

There has been delay in payment of undisputed statutory dues during the year, however, based on the information and explanations given to us and records of the company examined by us, no undisputed amounts payable in respect of the aforesaid dues which are outstanding as at 31st March, 2019 for a period of more than six months from the date of it becoming payable.

- (b) According to the information and explanation given to us, the company has no disputed outstanding statutory dues except the dues of income tax, sales tax, service tax and Value Added Tax which have not been deposited as on 31st March, 2019 on account of disputes are given below:

| Name of the Statute | Nature of Dues | Forum where Dispute is Pending | Period to which the Amount Relates | Amount Unpaid |
|-----------------------------------|---------------------------------|---|------------------------------------|---------------|
| Income Tax Act, 1961 | Income Tax Penalty | Commissioner of Income Tax –Appeals- 22 | A.Y. 2009-10 | 1,60,690 |
| Income Tax Act, 1961 | Income Tax | Income Tax Appellate Tribunal, Mumbai | A.Y. 2009-10 | 1,79,890 |
| Service Tax | Service Tax and Penalty | Commissioner (Appeals), Mumbai | April 2010 to March 2015 | 74,73,186 |
| Service Tax | Service Tax and Penalty | Commissioner (Appeals), Mumbai | April 2015 to March 2016 | 17,91,063 |
| Maharashtra Value Added Act, 2002 | Sales tax, interest and penalty | Deputy Commissioner of Sales Tax | April 2012 to March 2013 | 3,16,206 |

- (viii) According to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government. Further, the Company has not issued any debentures.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.
- (x) According to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion, according to the information and explanations give to us, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) In our opinion, according to the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable, for all transaction with related party and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us, the Company has not entered into non-cash

transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

FOR G. K. CHOKSI & CO.
Chartered Accountants
[Firm Registration No. 125442W]

(SHREYAS V. PARIKH)
Partner
Mem. No. 33402

Place : Mumbai
Date : 22nd May, 2019

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Genesys International Corporation Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding

of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal

financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control

stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR G. K. CHOKSI & CO.
Chartered Accountants
[Firm Registration No. 125442W]

(SHREYAS V. PARIKH)
Partner
Mem. No. 33402

Place : Mumbai
Date : 22nd May, 2019

GENESYS INTERNATIONAL CORPORATION LIMITED

BALANCE SHEET AS AT MARCH 31, 2019

| PARTICULARS | Note No. | MARCH 31, 2019 ₹ | MARCH 31, 2018 ₹ |
|-------------------------------------|----------|----------------------|----------------------|
| I. ASSETS | | | |
| 1) NON-CURRENT ASSETS | | | |
| a) Property, Plant and Equipment | 3 | 239,008,240 | 247,225,221 |
| b) Capital Work-in-progress | 3 | - | 2,692,740 |
| c) Other Intangible Assets | 3 | 7,643,375 | 151,747 |
| | | 246,651,615 | 250,069,708 |
| d) Financial Assets: | | | |
| Investments | 4 | 1,561,008,424 | 1,561,008,424 |
| Other Financial Assets | 5 | 13,114,722 | 11,045,228 |
| e) Deferred Tax Assets (net) | 6 | 237,823,047 | 233,906,139 |
| f) Other Non Current Assets | 7 | 27,928,203 | 26,140,051 |
| | | 2,086,526,011 | 2,082,169,550 |
| 2) CURRENT ASSETS | | | |
| a) Financial Assets: | | | |
| Trade Receivables | 8 | 659,737,798 | 417,632,983 |
| Cash and Cash Equivalents | 9 | 42,063,306 | 378,786,564 |
| Loans | 10 | 121,391,390 | 17,004,855 |
| Other Financial Assets | 11 | 439,907,621 | 359,697,350 |
| b) Current Tax Assets (Net) | 12 | 4,906,829 | 10,050,955 |
| c) Other Current Assets | 13 | 253,127,592 | 88,719,244 |
| | | 1,521,134,536 | 1,271,891,951 |
| TOTAL | | 3,607,660,547 | 3,354,061,501 |
| II. EQUITY AND LIABILITIES | | | |
| 1) EQUITY | | | |
| a) Equity Share Capital | 14 | 155,561,560 | 154,747,560 |
| b) Other Equity | 15 | 2,801,679,234 | 2,655,536,500 |
| | | 2,957,240,794 | 2,810,284,060 |
| 2) NON-CURRENT LIABILITIES | | | |
| a) Financial Liabilities: | | | |
| Borrowings | 16 | 11,045,830 | 15,244,489 |
| b) Provisions | 17 | 52,422,920 | 43,561,543 |
| | | 63,468,751 | 58,806,032 |
| 3) CURRENT LIABILITIES | | | |
| a) Financial Liabilities: | | | |
| Borrowings | 18 | 187,381,688 | 79,877,286 |
| Trade Payables | 19 | 127,474,952 | 73,218,293 |
| Other Current Financial Liabilities | 20 | 162,468,167 | 144,915,137 |
| b) Other Current Liabilities | 21 | 53,625,659 | 83,368,773 |
| c) Provisions | 22 | 30,486,608 | 33,142,678 |
| d) Current Tax Liabilities (Net) | 23 | 25,513,928 | 70,449,242 |
| | | 586,951,002 | 484,971,409 |
| TOTAL | | 3,607,660,547 | 3,354,061,501 |

Notes forming integral part of the Financial Statements 1 to 46

As per our Report of even date attached
For G.K.Choksi & Co.
CHARTERED ACCOUNTANTS
Firm Registration No. :125442W

SHREYAS V. PARIKH
PARTNER
Membership No. 33402

Date : May 22, 2019
Place : MUMBAI

For and on behalf of the Board Of Directors

SAJID MALIK
CHAIRMAN & MANAGING DIRECTOR
DIN No: 00400366

VINEET CHOPRA
COMPANY SECRETARY

Date : May 22, 2019
Place : MUMBAI

RATAN DAS
CHIEF FINANCIAL OFFICER

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2019

| PARTICULARS | Note No. | MARCH 31, 2019 ₹ | MARCH 31, 2018 ₹ |
|--|----------|----------------------|----------------------|
| I. INCOME | | | |
| Revenue from Operations | 24 | 1,187,934,448 | 1,188,873,553 |
| Other Income | 25 | 38,778,098 | 44,713,436 |
| TOTAL REVENUE | | 1,226,712,546 | 1,233,586,989 |
| II. EXPENSES | | | |
| Project Expenses | 26 | 160,359,275 | 135,112,223 |
| Employee Benefit Expenses | 27 | 632,080,504 | 477,152,882 |
| Finance Costs | 28 | 25,703,260 | 21,673,975 |
| Depreciation and Amortization Expense | 3 | 97,823,730 | 65,545,474 |
| Other Expenses | 29 | 158,232,093 | 147,476,742 |
| TOTAL EXPENSES | | 1,074,198,861 | 846,961,296 |
| III. PROFIT BEFORE TAX | | 152,513,685 | 386,625,693 |
| IV. Tax Expense: | 30 | | |
| Current Tax | | 32,364,000 | 82,141,800 |
| Deferred Tax | | (4,953,817) | (7,443,227) |
| Tax Adjustment for earlier years | | 2,140,352 | 1,878,139 |
| TOTAL TAX EXPENSES | | 29,550,535 | 76,576,712 |
| V. PROFIT AFTER TAX | | 122,963,150 | 310,048,981 |
| VI. OTHER COMPREHENSIVE INCOME (NET OF TAXES) | | | |
| Items that will not be reclassified to Profit & Loss | | | |
| Re measurement of net defined benefit plans | | 3,560,813 | (2,084,689) |
| Income Tax effect | | (1,036,909) | 607,061 |
| OTHER COMPREHENSIVE INCOME / EXPENSES FOR THE YEAR (NET OF TAXES) | | 2,523,904 | (1,477,628) |
| VII. TOTAL COMPREHENSIVE INCOME FOR THE YEAR | | 125,487,054 | 308,571,353 |
| VIII. EARNINGS PER EQUITY SHARE | 37 | | |
| Equity Shares of face value of ₹ 5 each | | | |
| Basic | | 3.97 | 10.09 |
| Diluted | | 3.89 | 9.66 |
| Number of shares used in computing earnings per share | | 31,112,312 | 30,949,512 |

Notes forming integral part of the Financial Statements 1 to 46

As per our Report of even date attached
For G.K.Choksi & Co.
CHARTERED ACCOUNTANTS
Firm Registration No. :125442W

For and on behalf of the Board Of Directors

SAJID MALIK
CHAIRMAN & MANAGING DIRECTOR
DIN No: 00400366

SHREYAS V. PARIKH
PARTNER
Membership No. 33402

VINEET CHOPRA
COMPANY SECRETARY

RATAN DAS
CHIEF FINANCIAL OFFICER

Date : May 22, 2019
Place : MUMBAI

Date : May 22, 2019
Place : MUMBAI

GENESYS INTERNATIONAL CORPORATION LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

| PARTICULARS | Note no. | MARCH 31, 2019 | | MARCH 31, 2018 | |
|--|---------------|----------------------|---------------|---------------------|---|
| | | ₹ | ₹ | ₹ | ₹ |
| A CASH FLOW FROM OPERATING ACTIVITIES | | | | | |
| Net Profit before tax and extraordinary items | | 152,513,685 | | 386,625,693 | |
| Adjustments for: | | | | | |
| Depreciation and amortization | 97,823,730 | | 65,545,474 | | |
| Interest & Dividend/Gains from securities | (16,872,310) | | (12,092,932) | | |
| (Profit)/Loss on Sale of Property, Plant and Equipment | (1,418,482) | | (46,302) | | |
| Interest Paid | 25,703,260 | | 21,673,975 | | |
| Employee Compensation Expenses | 21,842,503 | | 39,854,769 | | |
| Unrealised (Gain)/Loss | (4,777,182) | | (3,563,596) | | |
| | | 122,301,519 | | 111,371,388 | |
| Operating Profit before working capital changes | | 274,815,204 | | 497,997,081 | |
| Adjusted for: | | | | | |
| Trade Receivable | (236,741,198) | | (4,264,656) | | |
| Other Financial Assets | (82,279,765) | | (54,524,917) | | |
| Other Assets | (166,196,500) | | (60,695,195) | | |
| Loans | - | | (5,665,801) | | |
| Financial Liabilities | 71,223,255 | | 65,878,189 | | |
| Other Liabilities and Provisions | (19,976,994) | | (58,636,971) | | |
| | | (433,971,202) | | (117,909,352) | |
| Cash Generated from Operations | | (159,155,998) | | 380,087,729 | |
| Income Taxes (Paid) / Refund received | | (74,295,540) | | (50,453,492) | |
| Net Cash Flow from Operating Activities [A] | | <u>(233,451,538)</u> | | <u>329,634,237</u> | |
| B CASH FLOW FROM INVESTING ACTIVITIES | | | | | |
| Purchase of Property, Plant, Equipment and Intangible Assets | (106,990,624) | | (148,417,256) | | |
| Sale of Property, Plant and Equipment | 14,003,469 | | 236,619 | | |
| Sale of Investments | - | | - | | |
| Interest & Dividend/Gains from securities | 16,872,310 | | 12,092,932 | | |
| Loans & Advances to other body corporate | (104,386,535) | | 85,700,000 | | |
| Sale of Investments | - | | 19,948,650 | | |
| Share Application Money | - | | - | | |
| Investments in Foreign Subsidiary Company | - | | - | | |
| Net Cash used in Investing Activities [B] | | <u>(180,501,380)</u> | | <u>(30,439,055)</u> | |

| PARTICULARS | Note no. | MARCH 31, 2019 | | MARCH 31, 2018 | |
|---|-------------|----------------------|---|---------------------|---|
| | | ₹ | ₹ | ₹ | ₹ |
| C CASH FLOW FROM FINANCING ACTIVITIES | | | | | |
| Proceeds from share application money & increase in share capital | | 4,295,200 | | 8,356,400 | |
| Proceeds/(Repayment) from/of Secured/unsecured Borrowings | | 103,305,743 | | (16,025,921) | |
| Other Non Current Assets | | - | | - | |
| Interest Paid | | (25,703,260) | | (21,673,975) | |
| Dividend Paid (including dividend distribution tax) | | (4,668,024) | | (4,616,169) | |
| Net Cash Flow from Financing Activities [C] | | 77,229,660 | | (33,959,665) | |
| Net Increase in Cash & Cash Equivalents [A+B+C] | | (336,723,258) | | 265,235,518 | |
| Cash & Bank Balance (Opening Balance) | 9 | 378,786,564 | | 113,551,047 | |
| Cash & Bank Balance (Closing Balance) | 9 | 42,063,306 | | 378,786,564 | |
| Cash & Bank balance comprise | | | | | |
| Cash in Hand | | 6,122,835 | | 4,088,048 | |
| Balance with Banks | | 35,940,471 | | 374,698,516 | |
| Cash & Bank Balance as at the end of the year | | 42,063,306 | | 378,786,564 | |

As per our Report of even date attached
For G.K.Choksi & Co.
CHARTERED ACCOUNTANTS
Firm Registration No. :125442W

SHREYAS V. PARIKH
PARTNER
Membership No. 33402

Date : May 22, 2019
Place : MUMBAI

For and on behalf of the Board Of Directors
SAJID MALIK
CHAIRMAN & MANAGING DIRECTOR
DIN No: 00400366

VINEET CHOPRA
COMPANY SECRETARY

Date : May 22, 2019
Place : MUMBAI

RATAN DAS
CHIEF FINANCIAL OFFICER

Standalone statement of changes in Equity for the year ended 31st March, 2019

A Equity Share Capital

| Particulars | Equity Share Capital (in ₹) |
|--------------------------------|--------------------------------|
| Balance as on 1st April, 2017 | 153,041,060 |
| Addition | 1,706,500 |
| Balance as on 31st March, 2018 | 154,747,560 |
| Addition | 814,000 |
| Balance as on 31st March, 2019 | 155,561,560 |

B Other Equity

| Particulars | Reserves & Surplus | | | | | Share Option Outstanding Account | Retained Earnings | Other Comprehensive Income | Total Other Equity |
|--|--------------------|---|----------------------------|--------------------|--|----------------------------------|----------------------|----------------------------|----------------------|
| | Capital Reserves | Share Application Money pending allotment | Securities Premium Reserve | General Reserve | | | | | |
| Balance as of April 1, 2017 | 173,505,500 | 517,400 | 103,691,315 | 234,585,000 | | 14,370,134 | 1,778,523,541 | (116,243) | 2,305,076,647 |
| Additions during the year | | (517,400) | 24,044,586 | | | 164,266,667 | | | 187,793,853 |
| Stock Options Lapsed / Exercised during the year | | | | | | (18,514,081) | | | (18,514,081) |
| Deferred Employee Compensation to be amortized | | | | | | (122,775,103) | | | (122,775,103) |
| Dividend paid during the year | | | | | | | (4,616,169) | | (4,616,169) |
| Profit for the year | | | | | | | 310,048,981 | (1,477,628) | 308,571,353 |
| Balance as of March 31, 2018 | 173,505,500 | - | 127,735,901 | 234,585,000 | | 37,347,617 | 2,083,956,354 | (1,593,871) | 2,655,536,500 |
| Shares Allotted during the year | | 62,400 | | | | | | | 62,400 |
| Additions during the year | | | 11,469,260 | | | | | | 11,469,260 |
| Stock Options Lapsed / Exercised during the year | | | | | | (93,604,377) | | | (93,604,377) |
| Deferred Employee Compensation to be amortized | | | | | | 107,396,420 | | | 107,396,420 |
| Fair Value of Financial Assets | | | | | | | | | - |
| Dividend paid during the year | | | | | | | (4,668,024) | | (4,668,024) |
| Profit for the year | | | | | | | 122,963,150 | 2,523,904 | 125,487,054 |
| Balance as of March 31, 2019 | 173,505,500 | 62,400 | 139,205,161 | 234,585,000 | | 51,139,660 | 2,202,251,480 | 930,033 | 2,801,679,234 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

1. Company's Background

Genesys International Corporation Limited (herein after referred as 'Company' or 'GICL') is engaged in providing Geographical Information Services comprising of photogrammetry, remote sensing, cartography, data conversion, state of the art terrestrial and 3D geo-content including location navigation mapping and other computer based related services.

The company is a public limited company incorporated and domiciled in India and has its registered office at Mumbai, Maharashtra.

The company has its Equity Shares listed on Bombay Stock Exchange and National Stock Exchange.

Authorisation of Financial Statements: The Financial Statements were authorized for issuance in accordance with a resolution of the Board of Directors in its meeting held on 22nd May, 2019.

2. Significant Accounting Policies

A) Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as Ind-AS) notified under section 133 of Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act and rules there under.

The Financial Statements have been prepared under historical cost convention basis except for certain financial assets and financial liabilities measured at fair value (refer accounting policies for financial instruments).

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Company's financial statements are presented in Indian Rupees (₹), which is also its functional currency

B) Use of Estimates and Judgments:

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the

disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Critical estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognized prospectively. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

- a) Estimation of Defined benefit obligation
- b) Estimation of current tax expenses and Payable
- c) Useful lives of property, plant and equipment
- d) Employee stock option compensation expenses and payable
- e) Impairment of Financial and Non Financial Assets
- f) Fair Value measurement of Financial Assets

C) Current versus non-current classification

The company presents assets and liabilities in the balance sheet based on current/ non-current classification.

All the assets and liabilities have been classified as current/non-current as per the Company's normal operating cycle and other criteria set out in Division II to Schedule III of the Companies Act, 2013.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

Based on the nature of services and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

D) Revenue recognition and expenses

Company earns revenue primarily from Geographical Information Services comprising of photogrammetry, remote sensing, cartography, data conversion, state of the art terrestrial and 3D geo-content including location and other computer based related services.

Effective April 1, 2018, Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018), which was not material. The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the consolidated statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. Refer note 2(d) – Significant accounting policies – Revenue recognition in the Annual report of the Company for the year ended March 31, 2018, for revenue recognition policy as per Ind AS 18 and Ind AS 11. The adoption of standard did not have any material impact on the financial statements of Company.

Revenue is recognised upon transfer of control of promised services or products to customers in an amount that reflects the consideration which Company expects to receive in exchange for those services or products.

- Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, number of transactions processed, etc.
- Revenue related to fixed price maintenance and support services contracts where Company is standing ready to provide services is recognised based on time

elapsed mode and revenue is straight lined over the period of performance.

- In respect of other fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation. The contract costs used in computing the revenues include cost of fulfilling warranty obligations.
- Revenue from the sale of distinct third party hardware and / or software is recognised at the point in time when control is transferred to the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

Company disaggregates revenue from contracts with customers by geography.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

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

Interest Income:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

Dividend Income:

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

Other Income:

Other income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

E) Property, Plant and equipment

Property, plant and equipment's (PPE) are stated at cost less accumulated depreciation and impairment losses, if any. Cost of acquisition includes directly attributable costs for bringing the assets to its present location and use.

The cost of an item of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the assets derecognized.

Depreciation:

Depreciation on PPE is provided as per straight line method as per the useful life prescribed in Schedule II of the Companies Act, 2013 except in case of following category of PPE in whose case the life of the items of PPE has been assessed as under based on technical estimate, taking into account the nature of the asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, manufacturer's warranties and maintenance support etc.

| Particulars | Useful Life |
|--|---|
| Computer hardware (including servers & networks) | 3 years |
| Imaging Systems | 3 years |
| Other Assets | As per Useful Life specified in Schedule II |

Depreciation / Amortization is charged on a pro-rata basis on assets purchased/ sold during the year, with reference to date of installation/ disposal.

Assets costing individually ₹ 5,000/- or less are fully depreciated in the year of purchase / installation.

Residual value is considered as Nil for all the assets.

F) Intangible Assets

Intangibles are stated at the acquisition price including directly attributable costs for bringing the asset into use, less accumulated amortization and impairment. Direct expenditure, if any, incurred for internally developed intangibles from which future economic benefits are expected to flow over a period of time is treated as intangible asset as per the Indian Accounting Standard on Intangible Assets.

Depreciation:

Depreciation on Intangible assets is provided on straight line method as per the useful life prescribed in Schedule II of the Companies Act, 2013 except in case of following category of Intangible assets in which case the life of the items of Intangible assets has been assessed as under based on technical estimate, taking into

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

account the nature of the asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes etc.

| Particulars | Useful Life |
|-------------------|-------------|
| Computer software | 3 years |
| GIS database | 3 years |

Depreciation / Amortization is charged on a pro-rata basis on assets purchased/ sold during the year, with reference to date of installation/ disposal.

Assets costing individually ₹ 5,000/- or less are fully depreciated in the year of purchase / installation.

Residual value is considered as Nil for all the assets.

G) Borrowing Costs

Borrowing costs, if any, directly attributable to the acquisition of the qualifying asset are capitalized for the period until the asset is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use.

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

H) Financial Instruments

Initial measurement

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition except for the trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to or deducted from the fair value on initial recognition.

a) Subsequent measurement (Non derivative financial instruments)

1. Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and

the contractual terms of the financial asset give rise on specified dates to cash flows that are solely for payments of principal and interest on the principal amount outstanding.

2. Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely for payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

3. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

4. Financial Liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

5. Investment in Subsidiaries and Associates:

Investment in subsidiaries and Associates are measured at cost less impairment.

b) Share Capital – Ordinary Shares

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all its liabilities. Equity instruments recognized by the company are recognized at the proceeds received net of direct issue cost.

c) De-recognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

I) Fair Value measurement of Financial Instruments

Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market which can be accessed by the Company for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the

Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

J) Impairment of assets

(i) Financial Assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

(ii) Non-Financial Assets

Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

K) Leases

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease payments under operating leases are recognized as an expense on a straight line basis in net profit in the Statement of Profit and Loss over the lease term.

L) Foreign Currency Transactions

All transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date when the relevant transactions take place.

Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year. Monetary assets and liabilities in the form of Loans, Current Assets and Current 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 Statement of Profit and Loss.

The premium or discount arising at the inception of the forward exchange contracts related to underlying receivables and payables, if any, 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 entity 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 transactions took place. Net Gain / Loss in foreign currency transactions are recognized

in the Statement of Profit and Loss. Monetary assets and liabilities are translated at the rates prevailing on the balance sheet date.

M) Employee Benefits

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.

Post-employment benefits (defined benefit plans) – The employees' gratuity scheme is a defined benefit plan. In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity for the eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on an actuarial valuation using projected unit credit method. The discount rate is based on the prevailing market yields of Indian government securities. Gains and Losses through re-measurement of the net defined benefit liability / (asset) are recognized in Other Comprehensive Income.

Post-employment benefits (defined contribution plans) – Contributions to the provident fund is defined contribution plan and is recognized as an expense in the Statement of Profit and Loss in the period in which the contribution is due. Both the employee and the Company make monthly contributions to the provident fund scheme equal to the specified percentage of the covered employees' basic salary.

Long-term employee benefits – Long-term employee benefits comprise of compensated absences and other employee incentives, if any. 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 in the Statement of Profit and Loss.

Employee Options

The fair value of the options granted under the

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

scheme of the “Company Employee Option Plan, is recognised as employee benefits expense with the corresponding increase in equity. The total amount to be expensed is determined by the reference to the fair value of the options granted:

- including any market conditions (e.g., the entity’s share price)
- excluding the impact of any service and non- market performance vesting conditions (profitability, sales growth targets and remaining an employee of the entity over the specified period), and
- including the impact of any non-vesting conditions (e.g. the requirement for the employee to save or holding shares for the specific period of time)

The total expense is recognised over the vesting period, which is the period over which all the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimate of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with the corresponding adjustments to equity.

N) Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

a) Current Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Current tax assets and liabilities are offset only if, the Company:

- Has a legally enforceable right to set off the recognized amounts; and
- Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

b) Deferred Income Tax

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date.

Minimum Alternate Tax (‘MAT’) under the provisions of the Income Tax Act, 1961 is recognised as deferred tax in the Statement of Profit and Loss. The credit available under the Income Tax Act, 1961 in respect of MAT paid is recognised as an asset only when and to the extent it is probable that future taxable profit will be available against which these tax credit can be utilised. Such an asset is reviewed at each Balance Sheet date.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilized.

Deferred tax assets and liabilities are offset only if:

- Entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- Deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority

O) Earnings per Share (EPS)

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

P) Cash and Cash Equivalents

Cash and Cash equivalents comprises cash and calls on deposit with banks and corporations. The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalent.

Q) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

R) Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

S) 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. Provision is not discounted to its present value and is determined based on the last estimate required to settle the obligation at the year end.

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.

2A) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from April 1, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Company will adopt Ind AS 116, effective annual reporting period beginning April 1, 2019. The Company will apply the standard to its leases, retrospectively, with the cumulative effect of initially applying the standard, recognised on the date of initial application (April 1, 2019). Accordingly, the Company will not restate comparative information, instead, the cumulative effect of initially applying this Standard will be recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019. On that date, the Company will recognise a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the standard had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate as at April 1, 2019. In accordance with the standard, the Company will elect not to apply the requirements of Ind AS 116 to short-term leases and leases for which the underlying asset is of low value.

On transition, the Company will be using the practical expedient provided the standard and therefore, will not reassess whether a contract, is or contains a lease, at the date of initial application.

The Company is in the process of finalising changes to systems and processes to meet the accounting and reporting requirements of the standard.

With effect from April 1, 2019, the Company will recognise new assets and liabilities for its operating

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to (a) amortization change for the right-to-use asset, and (b) interest accrued on lease liability.

As a lessor, sublease shall be classified as an operating lease if the head lease is classified as a short term lease. In all other cases, the sublease shall be classified as a finance lease.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgment, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to

allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2019

Note 3. Property, Plant and Equipment

| Particulars | Original Cost | | | Depreciation and Amortization | | | | | Net Book Value | | |
|---|----------------------|-----------------------------|-----------------------------|-------------------------------|--------------------|-------------|-------------------|-------------------|--------------------|--------------------|--------------------|
| | As at 1.04.18 | Additions during the period | Disposals during the period | As at 31.03.19 | Up to 1.04.18 | Transferred | For the period | On Disposals | Up to 31.03.19 | As at 31.03.18 | As at 31.03.19 |
| | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ |
| Tangible Assets- Property, Plant and Equipment | | | | | | | | | | | |
| Leasehold Building | 74,347,450 | - | - | 74,347,450 | 10,454,579 | - | 1,261,055 | - | 11,715,634 | 62,631,816 | 63,892,872 |
| Leasehold Building Improvements | 5,790,285 | - | - | 5,790,285 | 873,905 | - | 95,350 | - | 969,255 | 4,821,030 | 4,916,380 |
| Computer Hardware | 270,817,986 | - | 58,166,810 | 328,984,796 | 209,660,668 | - | 33,097,590 | - | 242,758,258 | 86,226,538 | 61,157,318 |
| Furniture & Fixtures | 47,193,170 | - | 389,500 | 47,582,670 | 39,010,929 | - | 3,622,789 | - | 42,633,718 | 4,948,952 | 8,182,241 |
| Office Equipments | 30,865,166 | - | 4,590,186 | 35,455,352 | 27,646,208 | - | 1,604,778 | - | 29,250,986 | 6,204,366 | 3,218,958 |
| Vehicles | 58,787,553 | - | 6,241,043 | 64,752,350 | 34,078,360 | - | 6,965,639 | 10,171,290 | 30,872,709 | 23,879,641 | 24,709,193 |
| Imaging Systems | 332,641,893 | - | 7,193,239 | 339,835,132 | 255,328,874 | - | 49,068,376 | - | 304,397,250 | 35,437,882 | 77,313,019 |
| Electric Installation | 3,518,610 | - | - | 3,518,610 | 2,824,043 | - | 453,395 | - | 3,277,438 | 241,172 | 694,567 |
| Leasehold Improvements | 3,180,465 | - | 11,621,980 | 14,802,445 | 39,792 | - | 145,811 | - | 185,603 | 14,616,842 | 3,140,673 |
| Sub total- (A) | 827,142,578 | - | 88,202,758 | 905,069,090 | 579,917,358 | - | 96,314,783 | 10,171,290 | 666,060,851 | 239,008,240 | 247,225,221 |
| Capital WIP | 2,692,740 | - | 9,787,291 | 12,480,031 | - | - | - | - | - | - | 2,692,740 |
| Sub total- (B) | 2,692,740 | - | 9,787,291 | 12,480,031 | - | - | - | - | - | - | 2,692,740 |
| Intangible Assets | | | | | | | | | | | |
| Computer Software | 137,522,416 | - | 9,000,575 | 146,522,991 | 137,370,668 | - | 1,508,947 | - | 138,879,615 | 7,643,375 | 151,747 |
| GIS Database | 113,499,320 | - | - | 113,499,320 | 113,499,320 | - | - | - | 113,499,320 | - | - |
| Sub total- (C) | 251,021,736 | - | 9,000,575 | 260,022,311 | 250,869,988 | - | 1,508,947 | - | 252,378,935 | 7,643,375 | 151,747 |
| Total (A+B+C) | 1,080,857,054 | - | 106,990,624 | 1,165,091,401 | 830,787,346 | - | 97,823,730 | 10,171,290 | 918,439,786 | 246,651,615 | 250,069,708 |
| Previous Year | 933,275,559 | - | 148,417,256 | 1,080,857,054 | 765,887,316 | - | 65,545,474 | 645,444 | 830,787,346 | 250,069,708 | - |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

4. NON - CURRENT INVESTMENTS

(in ₹)

| PARTICULARS | As at | |
|---|----------------------|----------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Unquoted | | |
| (A). Investment carried at Cost: | | |
| (i) <u>Investment in Equity Instruments of Subsidiaries / Associates</u> | | |
| (i) 12,27,107 Ordinary Shares (Previous Year: 12,27,107) of € 1 each of M/s. A. N. Virtual World Tech Limited, Cyprus | 1,405,417,424 | 1,405,417,424 |
| (ii) 247,350 equity shares (Previous Year: 247,350) of ₹ 1/- each in Genesys Virtual World Limited, India | 247,350 | 247,350 |
| Less: Provision for Impairment | 247,350 | 247,350 |
| | - | - |
| (iii) 49,000 Equity Shares (Previous Year:49,000) of ₹ 10/- each in Riransa Genesys Geomatics Pvt Ltd | 490,000 | 490,000 |
| (ii) <u>Investment in Optionally Convertible Debentures of Subsidiaries / Associates</u> | | |
| (i) 31,720 [1.5%] Optionally Convertible Debentures (Previous Year: 31,720) of € 17.94 each in A. N. Virtual Worldtech Limited, Cyprus | 45,101,000 | 45,101,000 |
| (B) <u>Investment carried at Amortised Cost:</u> | | |
| (ii) <u>Investment in Debentures of Others</u> | | |
| 1,100,000 [0%]Optionally Convertible Debentures (Previous Year: 1,100,000) of ₹ 100/- each in KU Projects Private Limited - Debt Component | 52,449,296 | 47,811,573 |
| (C) <u>Investment carried at fair value through Profit or Loss:</u> | | |
| 1,100,000 [0%]Optionally Convertible Debentures (Previous Year: 1,100,000) of ₹ 100/- each in KU Projects Private Limited - Equity Component | 57,550,704 | 62,188,427 |
| Total Investments | 1,561,008,424 | 1,561,008,424 |
| Aggregate Amount of unquoted Investments | 1,561,255,774 | 1,561,255,774 |
| Aggregate amount of impairment in value of investment | 247,350 | 247,350 |
| Investments carried at Cost | 1,451,008,424 | 1,451,008,424 |
| Investments carried at Amortised Cost | 52,449,296 | 47,811,573 |
| Investments carried at Fair Value through other comprehensive income | - | - |
| Investments carried at Fair Value through profit or loss | 57,550,704 | 62,188,427 |

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

5. OTHER FINANCIAL ASSETS

(in ₹)

| PARTICULARS | As at | |
|----------------------------|-------------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Unsecured, considered good | | |
| Other Deposits | 13,114,722 | 11,045,228 |
| Total | 13,114,722 | 11,045,228 |

6. DEFERRED TAX ASSETS (NET)

(in ₹)

| PARTICULARS | As at | |
|------------------------------------|--------------------|--------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Deferred Tax Assets | | |
| Provision for Employee Benefits | 18,006,693 | 16,828,589 |
| Depreciation and Amortization | 33,911,981 | 28,300,214 |
| Provision for Expected Credit Loss | 1,662,015 | 1,023,176 |
| MAT Credit | 184,242,358 | 187,754,160 |
| Deferred Tax Assets | 237,823,047 | 233,906,139 |

Refer Note No.30(D) for details of Deferred tax assets realised in the statement of profit & loss for current and previous years.

7. OTHER NON CURRENT ASSETS

(in ₹)

| PARTICULARS | As at | |
|----------------------------|-------------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Unsecured, considered good | | |
| Capital Advances | 26,000,000 | 26,000,000 |
| Prepaid Expenses | 1,928,203 | 140,051 |
| Total | 27,928,203 | 26,140,051 |

8. TRADE RECEIVABLES

(in ₹)

| PARTICULARS | As at | |
|--|--------------------|--------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Other Trade Receivables | | |
| Unsecured | | |
| Considered Good | 659,737,798 | 417,632,983 |
| Considered Doubtful | 7,919,680 | 4,508,351 |
| | 667,657,478 | 422,141,334 |
| Less: Allowance for Expected Credit Loss | 7,919,680 | 4,508,351 |
| Total | 659,737,798 | 417,632,983 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

9. CASH & CASH EQUIVALENTS

(in ₹)

| PARTICULARS | As at | |
|--|-------------------|--------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| (a) Cash & Cash Equivalents | | |
| Cash in Hand | 6,122,835 | 4,088,048 |
| Balances with Banks | | |
| In Current Accounts | 3,824,189 | 345,567,984 |
| | 9,947,024 | 349,656,032 |
| (b) Other Bank Balances | | |
| Balances with banks in unpaid dividend accounts | 155,108 | 212,566 |
| | 155,108 | 212,566 |
| Deposit accounts with more than 12 months maturity (pledged with bank) | 14,501,455 | 12,294,769 |
| Balances with banks held as margin money deposits against guarantees | 17,459,719 | 16,623,197 |
| Total | 42,063,306 | 378,786,564 |

10. LOANS

(in ₹)

| PARTICULARS | As at | |
|--|--------------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Unsecured, considered good | | |
| Loans | | |
| Loan to Related Party including interest thereon (Refer Note No. 36) | 121,391,390 | - |
| Loans to Employees | - | 17,004,855 |
| Total | 121,391,390 | 17,004,855 |

11. OTHER FINANCIAL ASSETS

(in ₹)

| PARTICULARS | As at | |
|--------------------------|--------------------|--------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Unbilled Revenue | 409,073,607 | 329,528,704 |
| Interest Accrued and due | 12,292,388 | 11,627,020 |
| Facility Deposits | 18,541,626 | 18,541,626 |
| Total | 439,907,621 | 359,697,350 |

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

12. CURRENT TAX ASSETS (NET)

(in ₹)

| PARTICULARS | As at | |
|--|------------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Advance Income Tax (Net of Provision ₹ 136,585,657 (As at 31st March, 2018: ₹63,408,279) | 4,906,829 | 10,050,955 |
| Total | 4,906,829 | 10,050,955 |

13. OTHER CURRENT ASSETS

(in ₹)

| PARTICULARS | As at | |
|----------------------------------|--------------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Prepaid Expenses | 6,134,984 | 3,615,413 |
| Balance with Revenue Authorities | - | 24,114,873 |
| Other Advances | 246,992,609 | 26,988,958 |
| Receivable from Related Party | - | 34,000,000 |
| Total | 253,127,592 | 88,719,244 |

14. EQUITY SHARE CAPITAL

(in ₹)

| PARTICULARS | As at | |
|--|--------------------|--------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| AUTHORIZED | | |
| Equity Shares of ₹ 5/- each, 51,000,000 Equity Shares (Previous Year: 51,000,000 Equity Shares of ₹ 5/- each) | 255,000,000 | 255,000,000 |
| ISSUED, SUBSCRIBED & PAID-UP | | |
| Equity Shares of ₹ 5/- each, 31,112,312 Equity Shares fully paid up (Previous Year: 30,949,512 Equity Shares of ₹ 5/- each, fully paid up) | 155,561,560 | 154,747,560 |
| Total | 155,561,560 | 154,747,560 |

Reconciliation of number of equity share outstanding as at the beginning and at the end of reporting period

| Particulars | March 31, 2019 | | March 31, 2018 | |
|---|----------------|-------------|----------------|-------------|
| | Number | ₹ | Number | ₹ |
| Shares outstanding at the beginning of the year | 30,949,512 | 154,747,560 | 30,608,212 | 153,041,060 |
| Add: Shares issued during the year | 162,800 | 814,000 | 341,300 | 1,706,500 |
| Shares outstanding at the end of the year | 31,112,312 | 155,561,560 | 30,949,512 | 154,747,560 |

The Company has only one class of shares referred to as equity shares having a par value of ₹5. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to their shareholding.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

Compensation Committee of the Board of Directors has granted options to the eligible employees. First 1,000,000 options granted in October 2015, in terms of Company's ESOP Scheme- 2010 and Second 1,000,000 options granted during the financial year 2017-18, in terms of Company's ESOP Scheme-2017. One stock option granted represents one equity share of ₹ 5/- each.

During the year, the company has issued and allotted 162,800 Equity Shares of ₹5 each, pursuant to exercise of stock options by eligible employees and the said shares rank pari-passu in all respect including dividend entitlement.

During the period of five financial years immediately preceding the Balance Sheet date, the company has not:

- (i) allotted any equity shares pursuant to any contract without payment being received in cash; and
- (ii) bought back any equity shares.

The details of shareholders holding more than 5% shares as at March 31, 2019 and March 31, 2018 are set out below:

| Class of Shares / Name of the Shareholder | As at | | As at | |
|---|----------------|--------|----------------|--------|
| | MARCH 31, 2019 | | MARCH 31, 2018 | |
| | No. of shares | % held | No. of shares | % held |
| Equity shares - | | | | |
| Saroja Siraj Malik | 4,750,833 | 15.27 | 4,750,833 | 15.35 |
| Kilam Holdings Ltd | 6,387,788 | 20.53 | 6,387,788 | 20.64 |
| Mrs. Sunita Hemrajani | 2,980,426 | 9.58 | 2,987,426 | 9.65 |
| Kadam Holding Ltd | 3,330,700 | 10.71 | 3,330,700 | 10.76 |

Rights, Preferences and Restrictions

The Authorised Share Capital of the Company consists of Equity Shares having nominal value of ₹ 5/- each. The rights and privileges to equity shareholders are general in nature and allowed under Companies Act, 2013.

The equity shareholders shall have:

- (1) a right to vote in shareholders' meeting. On a show of hands, every member present in person shall have one vote and on a poll, the voting rights shall be in proportion to his share of the paid up capital of the Company;
- (2) a right to receive dividend in proportion to the amount of capital paid up on the shares held.

The shareholders are not entitled to exercise any voting right either in person or through proxy at any meeting of the Company if calls or other sums payable have not been paid on due date.

In the event of winding up of the Company, the distribution of available assets/losses to the equity shareholders shall be in proportion to the paid up capital.

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

15. OTHER EQUITY

(in ₹)

| PARTICULARS | As at | |
|---|----------------------|----------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| CAPITAL RESERVE | | |
| Opening Balance | 173,505,500 | 173,505,500 |
| Add: Transfer on forfeiture of equity share warrants | - | - |
| | 173,505,500 | 173,505,500 |
| Share Application Money Pending Allotment | | |
| Opening Balance | - | 517,400 |
| Add: Received during the year | 62,400 | - |
| Less: Shares allotment made during the year | - | 517,400 |
| | 62,400 | - |
| SECURITIES PREMIUM RESERVE | | |
| Opening Balance | 127,735,901 | 103,691,315 |
| Add: Receipt during the year | 11,469,260 | 24,044,586 |
| | 139,205,161 | 127,735,901 |
| GENERAL RESERVE | | |
| Opening Balance | 234,585,000 | 234,585,000 |
| Add: Transfer from Surplus | - | - |
| | 234,585,000 | 234,585,000 |
| Employee Stock Options Outstanding [*Refer Note No. 32] | | |
| Balance at the beginning of the period | 181,470,321 | 35,717,735 |
| Add: Stock Options Granted During the year | - | 164,266,667 |
| Less: Stock Options Lapsed during the year | 85,553,917 | 1,636,795 |
| Less: Stock Options Exercised during the year and transferred to Securities Premium Account | 8,050,460 | 16,877,286 |
| Balance at the end of the period (A) | 87,865,944 | 181,470,321 |
| Less: Deferred Employee Compensation to be amortized | 36,726,284 | 144,122,704 |
| Balance at the end of the period (A-B) | 51,139,660 | 37,347,617 |
| SURPLUS IN STATEMENT OF PROFIT & LOSS | | |
| Opening Balance | 2,082,362,482 | 1,778,407,298 |
| Add: Net profit after tax transferred from Statement of Profit and Loss | 125,487,054 | 308,571,353 |
| | 2,207,849,537 | 2,086,978,651 |
| Less: Appropriations: | | |
| Dividend Paid (including Dividend Distribution Tax paid) | 4,668,024 | 4,616,169 |
| Closing Balance | 2,203,181,513 | 2,082,362,482 |
| Total | 2,801,679,234 | 2,655,536,500 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

16. BORROWINGS

(in ₹)

| PARTICULARS | As at | |
|---|-------------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Secured | | |
| Vehicle Loan | | |
| From banks | 3,850,883 | - |
| From Others | 1,349,073 | 2,163,126 |
| Long term maturities of finance lease obligations | 5,845,874 | 13,081,363 |
| Total | 11,045,830 | 15,244,489 |

- a) Vehicle Loan from bank includes loan taken during the year, outstanding amount of ₹ 5,994,503/- as on March 31, 2019 (Previous Year: ₹ Nil). The loan carries an interest rate of 9.78% per annum and is repayable over a period of 3 years starting from November 2018 with last installment payable on October 2021. The said loan is fully secured by hypothecation of assets acquired by utilizing the said loans.
- b) Vehicle Loan taken from other includes:
- Existing loan having outstanding amount of ₹1,627,970 as on March 31, 2019 (Previous Year: ₹2,247,395). The loan carries an interest rate of 9.49% p.a. and is repayable over a period of 5 years starting from July 2016 with last installment payable on June 2021. The said loan is fully secured by hypothecation of assets acquired by utilizing the said loan..
 - Existing loan having outstanding amount of ₹535,156 as on March 31, 2019 (Previous Year: ₹657,436). The loan carries an interest rate of 8.6% p.a. and is repayable over a period of 5 years starting from October 2017 with last installment payable on October 2022. The said loan is fully secured by hypothecation of assets acquired by utilizing the said loan.
- c) Long term maturities of finance lease obligation is towards acquisition of assets. The outstanding amount of such lease as on March 31, 2019 is ₹ 1,208,932 (Previous Year: ₹ 3,194,466). The lease carries interest rate of 13.09% p.a. and is repayable over a period of 3 years starting from September 2016, March and May 2017 with last installment payable in June, December 2019 and Feb 2020 respectively. The said lease is fully secured by hypothecation of assets acquired by utilizing the said finance lease.
- d) Long term maturities of finance lease obligation is towards acquisition of assets. The outstanding amount of such lease as on March 31, 2019 is ₹ 15,186,941 (Previous Year: ₹1,048,915). The lease carries interest rate of 13.86% p.a. and is repayable over a period of 2 years starting from December 2017 with last installment payable in December 2019. The said lease is fully secured by hypothecation of assets acquired by utilizing the said finance lease.

Current maturities of the above loans up to 31.03.2020 have been grouped under Note No 20 - "Other Current Financial liabilities"

17. PROVISIONS

(in ₹)

| PARTICULARS | As at | |
|---------------------------------|-------------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Provision for Employee Benefits | | |
| Compensated absences | 26,720,856 | 21,398,329 |
| Gratuity | 25,702,064 | 22,163,214 |
| Total | 52,422,920 | 43,561,543 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

18. BORROWINGS

| PARTICULARS | (in ₹) | |
|--|--------------------|-------------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Secured | | |
| From Banks for working capital | 99,781,688 | 79,877,286 |
| Unsecured | | |
| From Related Parties (Refer Note No. 36) | 87,600,000 | - |
| Total | 187,381,688 | 79,877,286 |

- a) The Company has Post Shipment Line of Credit and Cash Credit facilities from bank. As on the balance sheet date, outstanding amount is ₹ 99,781,688 (Previous Year: ₹ 79,877,286).
Post Shipment Line of Credit facility and Cash Credit is secured by hypothecation of entire current assets of the company, present & future, export bills and further secured by:
- Hypothecation charge over all movables assets, equipments and fixtures of the company located at the Company's offices at Bangalore and Mumbai.
 - Lien on Term Deposit Receipt of ₹ 14,501,455 (Previous year: ₹ 12,294,769).
 - Personal guarantees of Managing Director, Executive Director and Whole-time Director of the Company.
 - Pledge of Promoters' shares having a market value of ₹ 78,093,670/- (Previous year: ₹ 202,721,263/-) as on March 31, 2019.
 - Equitable mortgage of Company owned office situated at Mumbai.
- b) Outstanding amount of interest free Unsecured borrowing from Director of the company is ₹ 87,600,000 as in 31st March, 2019 (previous year: ₹ Nil).

19. TRADE PAYABLES

| PARTICULARS | (in ₹) | |
|---|--------------------|-------------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Trade Payables- Micro enterprises and Small enterprises | 127,240 | - |
| Trade Payables- Others | 127,347,712 | 73,218,293 |
| Total | 127,474,952 | 73,218,293 |

Amount due to Micro, Small and Medium Enterprises :

- (a) Trade payable includes (i) ₹ 127,240 (Previous year: ₹ Nil) due to micro and small enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME); and (ii) ₹127,347,712 (Previous year: ₹ 73,218,293) due to other parties.
- (b) No interest is paid / payable during the year to any enterprise registered under the MSME. Other details are as under:

| PARTICULARS | (in ₹) | |
|--|----------------|----------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| (i) Principal amount remaining unpaid to any supplier as at the end of each accounting year | 127,240 | - |
| (ii) Interest due thereon remaining unpaid to any supplier as at the end of each accounting year | - | - |
| (iii) The amount of principal paid beyond the appointed day | 438,200 | - |
| (iv) The amount of interest due and payable for the year | - | - |
| (v) The amount of interest accrued and remaining unpaid | - | - |
| (vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid | - | - |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

The above information has been determined to the extent such parties could be identified on the basis of the information available with the company regarding the status of suppliers under the MSME.

20. OTHER CURRENT FINANCIAL LIABILITIES

| PARTICULARS | (in ₹) | |
|---|--------------------|--------------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Current maturities of Long term debts (Refer Note 16) | 2,957,672 | 6,064,451 |
| Current maturities of finance lease obligations (Refer Note 16) | 54,986,376 | 61,062,548 |
| Other Liabilities | | |
| Unclaimed Dividend | 155,102 | 212,562 |
| Other payables | 104,369,017 | 77,575,576 |
| Total | 162,468,167 | 144,915,137 |

- a) Current maturities of Long term debt includes vehicle loan taken from bank:
- i) Loan having outstanding amount of ₹ Nil/- as on March 31, 2019 (Previous Year: ₹ 4,121,911). The loan carries an interest rate of 10% per annum and is repayable over a period of 3 years starting from December 2015 with last installment payable on November 2018. The said loan is fully secured by hypothecation of assets acquired by utilizing the said loans.
 - ii) Outstanding amount of loan taken during the year is ₹ 2,143,620/- as on March 31, 2019 (Previous Year: ₹ Nil). The loan carries an interest rate of 9.78% per annum and is repayable over a period of 3 years starting from November 2018 with last installment payable on October 2021. The said loan is fully secured by hypothecation of assets acquired by utilizing the said loans.
- b) Vehicle Loan taken from other includes:
- i) Existing loan having outstanding amount of ₹ Nil as on March 31, 2019 (Previous Year: ₹ 1,200,835/-). The loan carries an interest rate of 11.75% p.a. and is repayable over a period of 7 years starting from March 2012 with last installment payable on February 2019. The said loan is fully secured by hypothecation of assets acquired by utilizing the said loan.
- c) Current maturities of finance lease obligation includes, finance taken from others for acquisition of assets. Total outstanding amount of such finance lease as on March 31, 2019 is ₹ 44,436,377 (Previous Year: ₹ 69,900,530). The lease carries an interest rate of 12% per annum and is repayable over a period of 2 year starting from July 2017 with last installment payable on June 2019. The said lease is fully secured by hypothecation of assets acquired by utilizing the said finance lease.

21. OTHER CURRENT LIABILITIES

| PARTICULARS | (in ₹) | |
|---------------------------------|-------------------|-------------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Other payables | 49,638,975 | 70,191,482 |
| Advance received from customers | 3,986,684 | 13,177,291 |
| Total | 53,625,659 | 83,368,773 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

22. PROVISIONS

(in ₹)

| PARTICULARS | As at | |
|---------------------------------|-------------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Provision for Employee Benefits | | |
| Compensated Absences | 12,249,427 | 12,522,852 |
| Gratuity | 16,931,627 | 17,100,076 |
| Others | 1,305,554 | 3,519,750 |
| Total | 30,486,608 | 33,142,678 |

23. CURRENT TAX LIABILITIES (NET)

(in ₹)

| PARTICULARS | As at | |
|---|-------------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Provision for Income Tax (net of Advance tax ₹ 6,850,072 (As at 31st March 2018: ₹ 11,680,796)) | 25,513,928 | 70,449,242 |
| Total | 25,513,928 | 70,449,242 |

24. REVENUE FROM OPERATIONS

(in ₹)

| PARTICULARS | 2018-19 | 2017-18 |
|--|----------------------|----------------------|
| Revenue from GIS Services | 1,187,934,448 | 1,188,873,553 |
| Total | 1,187,934,448 | 1,188,873,553 |
| Disaggregated Revenue information by nature of services | | |
| LiDAR | 488,440,772 | 455,222,817 |
| Non-LiDAR | 699,493,676 | 733,650,736 |
| Total | 1,187,934,448 | 1,188,873,553 |

Refer note no. 35 for disaggregates revenue from GIS services by geography.

Movements in unbilled revenue

(in ₹)

| PARTICULARS | As at | |
|--|--------------------|--------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Balance at the beginning of the year * | 329,528,704 | 259,034,296 |
| Revenue recognised during the year | 389,408,617 | 279,467,153 |
| Invoices raised during the year | 309,863,714 | 208,972,745 |
| Balance at the end of the year * | 409,073,607 | 329,528,704 |

*Net of advances, if any

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

25. OTHER INCOME

| | (in ₹) | |
|----------------------|-------------------|-------------------|
| PARTICULARS | 2018-19 | 2017-18 |
| Interest income | 16,872,310 | 12,092,932 |
| Exchange Gain (Net) | 16,135,948 | 5,016,715 |
| Miscellaneous Income | 5,769,840 | 27,603,789 |
| Total | 38,778,098 | 44,713,436 |

26. PROJECT EXPENSES

| | (in ₹) | |
|---|--------------------|--------------------|
| PARTICULARS | 2018-19 | 2017-18 |
| Outsourcing Expenses | 29,286,162 | 54,633,713 |
| Maintenance and Hire charges - Software and Computers | 22,700,444 | 14,771,111 |
| Purchase of Imageries | 3,000 | 986,640 |
| Data Collection Expenses | 17,189,054 | 14,418,677 |
| Other Project Expenses | 91,180,615 | 50,302,083 |
| Total | 160,359,275 | 135,112,223 |

27. EMPLOYEE BENEFIT EXPENSES

| | (in ₹) | |
|--|--------------------|--------------------|
| PARTICULARS | 2018-19 | 2017-18 |
| Salaries, Allowances and Bonus | 572,074,126 | 412,262,259 |
| Staff Welfare | 7,515,742 | 4,731,104 |
| Contribution to Provident Fund and Other Funds | 30,648,133 | 20,304,750 |
| Employee Compensation Expenses | 21,842,503 | 39,854,769 |
| Total | 632,080,504 | 477,152,882 |

28. FINANCE COSTS

| | (in ₹) | |
|------------------|-------------------|-------------------|
| PARTICULARS | 2018-19 | 2017-18 |
| Interest Expense | | |
| On Borrowings | 18,684,298 | 14,662,630 |
| Others | 7,018,962 | 7,011,345 |
| Total | 25,703,260 | 21,673,975 |

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

29. OTHER EXPENSES

| PARTICULARS | (in ₹) | |
|---------------------------------|--------------------|--------------------|
| | 2018-19 | 2017-18 |
| Bank Charges | 2,000,732 | 2,409,228 |
| Conveyance and Traveling | 19,047,172 | 4,695,907 |
| Legal and Professional Fees | 18,273,451 | 34,080,061 |
| Communication Expenses | 5,523,399 | 5,365,484 |
| Electricity and Water Charges | 18,342,670 | 13,997,900 |
| Repairs & Maintenance to Others | 2,466,434 | 4,713,482 |
| Bad Debts | - | 19,816,102 |
| Miscellaneous Expenses | 75,496,491 | 49,720,937 |
| Rent | 15,606,745 | 11,277,640 |
| Remuneration to Auditors | | |
| - Statutory Audit | 1,025,000 | 1,050,000 |
| - Other Services | 450,000 | 350,000 |
| Total | 158,232,093 | 147,476,742 |

30. TAX EXPENSES

| PARTICULARS | (in ₹) | |
|--|-------------------|-------------------|
| | Year ended | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| (A) Amount recognised in Statement of Profit and Loss: | | |
| (i) Current Tax Expense | | |
| - Current Year | 32,364,000 | 82,141,800 |
| - Tax Adjustment for earlier years | 2,140,352 | 1,878,139 |
| Subtotal (i) | 34,504,352 | 84,019,939 |
| (ii) Deferred Tax | | |
| - Relating to origination and reversal of temporary Differences (ii) | (4,953,817) | (7,443,227) |
| Total (i+ii) | 29,550,535 | 76,576,712 |

| PARTICULARS | (in ₹) | |
|---|--------------------|----------------|
| | Year ended | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| (B) Amount recognised in Other Comprehensive Income: | | |
| Deferred Tax | | |
| - Remeasurement of net defined benefit plans | (1,036,909) | 607,061 |
| Total | (1,036,909) | 607,061 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

(in ₹)

| PARTICULARS | Year ended | |
|--|---------------------|----------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| (C) Reconciliation of effective tax rate: | | |
| Profit Before Tax | 152,513,685 | 386,625,693 |
| Applicable Tax Rate | 29.12 | 29.12 |
| Computed Tax Expenses | 44,411,985 | 112,585,402 |
| Effect of Expense not deductible | 30,823,349 | 16,298,609 |
| Effect of Expense deductible | (37,414,965) | (37,067,759) |
| Effect of Income Exempt/ Not Taxable | (11,484,208) | (26,067,723) |
| Tax Effect of Deduction under chapter VI A | (9,452,556) | - |
| Tax Effect of carry forward of losses of earlier years | - | (16,349,136) |
| MAT Credit Availed | 10,526,000 | 25,299,180 |
| Others | 579 | - |
| Add: Tax Adjustment for earlier years | 2,140,352 | 1,878,139 |
| Current Tax Expenses as per Statement of Profit and Loss | 29,550,535 | 76,576,712 |
| Effective Tax Rate | 19.38 | 19.81 |

(D) Movement in Deferred Tax balances :

(in ₹)

| Particulars | Balance as at | | Recognised in | | Balance as at |
|--|--------------------|--------------------|--------------------|------------|--------------------|
| | 1/4/2018 | Profit and Loss | OCI | 31/03/2019 | |
| Property, plant and equipment and intangible assets | 28,300,214 | 5,611,768 | - | - | 33,911,981 |
| Provision for compensated absences, gratuity and other employee benefits | 16,828,589 | 2,215,013 | - | - | 19,043,602 |
| Tax on re measurement of net defined benefit plans | - | - | - | - | - |
| Provision for Expected Credit Loss | 1,023,176 | 638,839 | - | - | 1,662,015 |
| Tax Losses | - | - | - | - | - |
| Subtotal (A) | 46,151,979 | 8,465,619 | | | 54,617,598 |
| Tax on re measurement of net defined benefit plans through OCI | - | - | (1,036,909) | - | (1,036,909) |
| *MAT Credit Recognised / utilised against current tax | 187,754,160 | (3,511,802) | - | - | 184,242,358 |
| Subtotal (B) | 187,754,160 | (3,511,802) | (1,036,909) | | 183,205,449 |
| Deferred Tax Assets / (Liabilities) (Net) (A+B) | 233,906,139 | 4,953,817 | (1,036,909) | | 237,823,047 |

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

| Particulars | Balance as at | Recognised in | Balance as at |
|--|--------------------|---------------------|--------------------|
| | 1/4/2017 | Profit and Loss | 31/03/2018 |
| Property, plant and equipment and intangible assets | 28,073,682 | 226,532 | 28,300,214 |
| Provision for compensated absences, gratuity and other employee benefits | 17,879,152 | (1,050,562) | 16,828,589 |
| Tax on re measurement of net defined benefit plans | - | (607,061) | (607,061) |
| Provision for Expected Credit Loss | - | 1,023,176 | 1,023,176 |
| Tax Losses | 13,175,145 | (13,175,145) | - |
| Subtotal (A) | 59,127,979 | (13,583,060) | 45,544,918 |
| Tax on re measurement of net defined benefit plans through OCI | - | 607,061 | 607,061 |
| *MAT Credit Recognised / utilised against current tax | 164,849,733 | 22,904,427 | 187,754,160 |
| Subtotal (B) | 164,849,733 | 23,511,488 | 188,361,221 |
| Deferred Tax Assets / (Liabilities) (Net) (A+B) | 223,977,712 | 9,928,427 | 233,906,139 |

31. LEASES

(A) Obligations on non-cancellable Operating Leases

The lease rentals charged during the period and the maximum obligation on non cancellable operating leases payable as per the rentals stated in the respective agreements are as follows:

| PARTICULARS | (in ₹) | |
|--|-------------------|-------------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Lease rentals expensed off during the year | 33,511,379 | 14,339,543 |
| Total | 33,511,379 | 14,339,543 |

Lease obligations payable

| PARTICULARS | (in ₹) | |
|---|--------------------|-------------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Within one year of the balance sheet date | 33,781,895 | 5,160,000 |
| Later than one year and not later than five years | 95,519,974 | 6,862,800 |
| Later than five years | - | - |
| Total | 129,301,868 | 12,022,800 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

(B) Finance Lease obligations payable

| PARTICULARS | As at | |
|---|-------------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Within one year of the balance sheet date | 54,986,376 | 61,062,548 |
| Later than one year and not later than five years | 5,845,874 | 13,081,363 |
| Later than five years | - | - |
| Total | 60,832,250 | 74,143,911 |

32. Employee Stock Option

Compensation Committee of the Board of Directors has granted two Options to eligible employees of the company. First 1,000,000 Options under 'GENESYS ESOP SCHEME-2010' ("the scheme") in October 2015 and Second 1,000,000 Option under 'GENESYS ESOP SCHEME-2017' ("the scheme") in December 2017 at the exercise prices, subject to requirements of vesting conditions. Both the options vest in equal tranches over a period of 3 years from the date of grant. Upon vesting, the employees can acquire one equity shares of ₹ 5 each for every option and secure allotment of company's shares at a price determined at the time of grant of options. The maximum contractual term for both the stock option plans are 5 years.

The stock compensation cost of 'GENESYS ESOP SCHEME-2010' ("the scheme") is computed under the intrinsic value method in compliance with IND AS and amortized on straight line basis over the total vesting period of 3 years. Intrinsic value is the amount by which the quoted market price of the underlying share as on the date of grant exceeds the exercise price of the option. The intrinsic value on the date of grant approximates the fair value. For the year ended March 31, 2018.

The new stock compensation cost of 'GENESYS ESOP SCHEME-2017' ("the scheme") is computed under the Fair Value method in compliance with IND AS 102. The Fair Value of the Options has been calculated using Black and Scholes Option Pricing model taking into account the terms and conditions the scheme. As all Options are equity settled Fair value on the grant date of each vesting period is relevant and re measurement on each reporting date is not required. The amortisation of options are made on Graded Vesting basis over the total vesting period of 3 years. Significant assumptions to estimate the Fair Value and other relevant details of the option are as follows:

| PARTICULARS | 2018-19 | |
|---|-------------------|--------|
| Risk Free Interest Rate | 6.3% to 6.6 % p.a | |
| Expected Life of Option | 2 to 4 Years | |
| Volatility of Expected Return | 50% p.a. | |
| Expected Dividend Yield | 0.05% | |
| Fair Value per share on Grant Date | ₹ 318.85 | |
| Weighted Average Exercise Price | ₹ 150 | |
| Attrition Rate over three years | 20% | |
| Fair Value of Option on grant date on various vesting dates | 15-Dec-18 | 193.32 |
| | 15-Dec-19 | 206.02 |
| | 15-Dec-20 | 217.35 |

During the current year, the Company has recorded stock compensation expense of ₹ 21,842,503 (Previous Year: ₹ 39,854,769).

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

The activities in the stock option plan is summarized below:

| PARTICULARS | (in ₹) | | | |
|---|---------------------------------|-----------|---------------------------------|-----------|
| | As at | | As at | |
| | MARCH 31, 2019 | | MARCH 31, 2018 | |
| | Weighted average exercise price | Number | Weighted average exercise price | Number |
| 'GENESYS ESOP SCHEME-2010' | | | | |
| Outstanding at the beginning of the period | 26 | 347,900 | 26 | 722,300 |
| Granted during the period | - | - | - | - |
| Forfeited / lapsed during the period | 26 | 5,000 | 26 | 33,100 |
| Exercised during the period | 26 | 162,800 | 26 | 341,300 |
| Outstanding at the end of the period | 26 | 180,100 | 26 | 347,900 |
| Options vested during the period | 26 | 254,800 | 26 | 268,400 |
| Vested options pending to be exercised at the end of the year | 26 | 180,100 | 26 | 93,100 |
| 'GENESYS ESOP SCHEME-2017' | | | | |
| Outstanding at the beginning of the period | 150 | 1,000,000 | - | - |
| Granted during the period | - | - | 150 | 1,000,000 |
| Forfeited / lapsed during the period | 150 | 533,333 | - | - |
| Exercised during the period | - | - | - | - |
| Outstanding at the end of the period | 150 | 466,667 | 150 | 1,000,000 |
| Options vested during the period | - | - | - | - |
| Vested options pending to be exercised at the end of the year | - | - | - | - |

32A) CORPORATE SOCIAL RESPONSIBILITY

| PARTICULARS | (in ₹) | |
|---|----------------|----------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| a) Gross amount required to be spent by the company during the year | 4,253,738 | 2,082,066 |
| b) Amount spent during the year on: | | |
| i) Construction/ acquisition of any asset | | |
| ii) On purposes other than (i) above | 1,500,000 | - |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

33. Commitments:

(i). Contingent Liabilities

| Particulars | AS AT | |
|--|------------|------------|
| | 31-Mar-19 | 31-Mar-18 |
| | ₹ | ₹ |
| Contingent Liabilities | | |
| Bank Guarantees* | 22,753,486 | 13,083,272 |
| Estimated amount of claims against the Company not acknowledged as debts in respect of: | | |
| Income tax matters disputed by the company | 340,580 | 340,580 |
| Service tax matters disputed by the company | 9,264,249 | 13,885,824 |
| Sales tax matters disputed by the company | 316,206 | 316,206 |

*Bank Guarantees are secured by Fixed Deposits worth ₹ 6,457,598/- (Previous year: ₹ 4,286,740/-).

(ii). Capital Commitment:

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of Advances and taxes) Rs. 35,249,880/- (Previous Year: Rs 26,000,000).

34. Employee Benefits:

The disclosure in accordance with the requirements of Indian Accounting Standard -19 Employee Benefits are provided below -

Defined Contribution Plans –

In respect of defined contribution plans, an amount of ₹ 20,598,808/- (Previous Year: ₹ 14,552,097/-) has been recognized in the Statement of Profit and Loss for the year towards employer share of Provident Fund Contribution.

Defined Benefit Plans –

- (i) The liability in respect of gratuity 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 statement of profit & loss for the period in which they occur.

- (ii) Principal actuarial assumptions :

| Particulars | FY 2018-19 | FY 2017-18 |
|---------------------|------------|------------|
| | Gratuity | Gratuity |
| Discount Rate | 7.00% p.a | 7.55% p.a |
| Salary Escalation - | | |
| 1st year | 5% p.a | 10% p.a |
| 2nd year | 5% p.a | 5% p.a |
| 3rd year | 5% p.a | 5% p.a |
| Thereafter | 5% p.a | 5% p.a |

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(iii) Reconciliation of Benefit Obligation :

| Particulars | FY 2018-19 Gratuity ₹ | FY 2017-18 Gratuity ₹ |
|--|-----------------------------|-----------------------------|
| Liability at the beginning of the year | 39,263,290 | 32,882,836 |
| Interest Cost | 2,962,274 | 1,985,027 |
| Current Service Cost | 4,693,377 | 3,534,074 |
| Benefit Paid | (724,437) | (1,223,336) |
| Actuarial (Gain)/ Loss on Obligations | (3,560,813) | 2,084,689 |
| Amount recognized and disclosed under the head "Provision for Employee Benefits" | 42,633,691 | 39,263,290 |

(iv) Expenses recognized in the statement of profit & loss under the head Employee Benefit Expenses ::

| Particulars | FY 2018-19 Gratuity ₹ | FY 2017-18 Gratuity ₹ |
|---|-----------------------------|-----------------------------|
| Current Service Cost | 4,693,377 | 3,534,074 |
| Interest Cost | 2,962,274 | 1,985,027 |
| Net Actuarial (Gain)/ Loss recognized | - | - |
| Expenses recognized in statement of profit and loss | 7,655,651 | 5,519,101 |

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

| Particulars | FY 2018-19 Gratuity ₹ | FY 2017-18 Gratuity ₹ |
|--|-----------------------------|-----------------------------|
| Liability at the end of the year | 42,633,691 | 39,263,290 |
| Fair Value of Plan assets at the end of the year | - | - |
| Difference | 42,633,691 | 39,263,290 |
| Amount shown in Balance Sheet | 42,633,691 | 39,263,290 |

35. As per "IND AS – 108 on Segment reporting", segment information is given below:

- i. The Company operates only in one Primary Segment i.e. GIS based services for the purpose of IND AS – 108 Segmental reporting, hence disclosure as per IND AS 108 'Operating Segment' is not required.
- ii. The disclosure requirement for Secondary Segment as per IND AS – 108 Segmental reporting is as under:

| Segment Revenue | FY 2018-19 ₹ | FY 2017-18 ₹ |
|--------------------------------------|----------------------|----------------------|
| Export | 752,353,660 | 725,561,172 |
| Domestic | 435,580,788 | 463,312,381 |
| Total Revenue from Operations | 1,187,934,448 | 1,188,873,553 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

36 Related party transactions:

A. With whom transactions made during the year

- a. Subsidiary Enterprises
 - i. M/s A.N. Virtual World Tech Limited, Cyprus
- b. Step down Subsidiary Enterprises -
 - i. M/s Virtual World Spatial Technology Private Limited
- c. Associate Enterprises –
 - i. M/s GI Engineering Solutions Limited
- d. Key Management Personnel

| Name of Personnel | Designation |
|-------------------|------------------------------|
| Mr. Sajid Malik | Chairman & Managing Director |
| Mrs. Saroja Malik | Whole-time Director |
| Col Jacob | President |
| Mr.Ratan Das | Chief Financial Officer |
| Mr.Vineet Chopra | Company Secretary |

e. Non Executive Director

| Name of Personnel | Designation |
|----------------------------|----------------------|
| Mr. Ganapathy Vishwanathan | Independent Director |
| Mr. Ganesh Acharya | Independent Director |
| Mr. Hemant Majethia | Independent Director |

B. With whom no transactions made during the year

- a. Associate
 - i. M/s Genesys Enterprises Inc., USA
 - ii. M/s Riransa Geomatics Private Limited
- b. Entities over which Directors are able to exercise significant influence.
 - i. M/s Valueo Nutra Private Limited
 - ii. M/s Kilam Holdings Limited
 - iii. M/s Kadam Holding Limited
 - iv. M/s Ventura Guaranty Limited
- c. Key Management Personnel

| Name of Personnel | Designation |
|-------------------|--------------------|
| Mr. Sohel Malik | Executive Director |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

Details of Transactions with related parties are as follows:

| Nature of Transactions | Subsidiary / Step down Subsidiary Enterprises | Associated Enterprises | Key Managerial Personnel |
|---|--|---------------------------|--------------------------------|
| | ₹ | ₹ | ₹ |
| Sales | - | - | - |
| | (51,200,000) | - | - |
| Other Income | | | |
| Interest on OCD | 10,139,582 | - | - |
| | (5,208,085) | - | - |
| Other Expenses | 6,500 | - | - |
| | - | - | (2,076,455) |
| Remuneration to Key Managerial Personnel (Refer note ii) | - | - | 23,590,643 |
| | - | - | (39,828,206) |
| Director's Sitting Fees | - | - | 83,500 |
| | - | - | (92,000) |
| Director's Commission | - | - | 1,100,000 |
| | - | - | (1,800,000) |
| Assets Purchased | 197,664 | - | - |
| | - | - | - |
| Loan Given | 127,185,000 | - | - |
| | (73,670,794) | - | - |
| Loan Received / Amounts Received | - | 34,000,000 | 114,250,000 |
| | - | - | (55,000,059) |
| Loan Repaid | 14,000,000 | - | 26,650,000 |
| | (73,670,794) | - | (56,200,059) |
| Investments | - | - | - |
| | (837,691,909) | (490,000) | - |
| Sale / Conversion of Investment | - | - | - |
| | (722,883,209) | (70,000,000) | (72,200,000.00) |
| Closing Balance | | | |
| Amount Recoverable | 187,173,001 | - | - |
| | (60,980,483) | (34,000,000) | (560,148) |
| Amount Payable | - | - | 107,115,758 |
| | - | - | - |

Note:

- i) Figures in bracket are for the previous year.
- ii) There are no transactions with relative of Key Managerial Persons during the current and previous year
- iii) Remuneration to key managerial person does not include provision for gratuity and leave encashment which is determined for the Company as a whole

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

37. Earnings per share: Reconciliation of basic and diluted shares used in computing earnings per share:

| Particulars | 31-Mar-19 | 31-Mar-18 |
|---|-------------|-------------|
| Number of Equity Shares of ₹ 5/- each | 31,112,312 | 30,949,512 |
| Number of Equity Shares after potential dilution | 31,112,312 | 30,949,512 |
| Weighted average number of Equity Shares outstanding during the year for computation of basic EPS | 31,002,901 | 30,723,076 |
| Diluted impact of employees stock options | 646,767 | 1,347,900 |
| Weighted average number of Equity Shares outstanding during the year for computation of diluted EPS | 31,649,668 | 32,070,976 |
| Net Profit after tax (₹) | 122,963,150 | 310,048,981 |
| Basic EPS (₹) | 3.97 | 10.09 |
| Diluted EPS (₹) | 3.89 | 9.66 |
| Nominal Value of shares (₹) | 5/- | 5/- |

38 Earnings in Foreign Exchange: (On Accrual Basis)

| Particulars | FY 2018-19 | FY 2017-18 |
|-------------------------|-------------|-------------|
| | ₹ | ₹ |
| Revenue from Operations | 752,353,660 | 725,561,172 |

39. Expenditure Incurred in Foreign Currency: (On Accrual Basis)

| Particulars | FY 2018-19 | FY 2017-18 |
|-----------------------|------------|------------|
| | ₹ | ₹ |
| a) Salary | - | - |
| b) Traveling Expenses | 3,069,540 | 1,066,705 |
| c) Other Expenses | 35,848,702 | 10,641,891 |

40. Value of Imports (CIF basis):

| Particulars | FY 2018-19 | FY 2017-18 |
|---------------|------------|------------|
| | ₹ | ₹ |
| Capital Goods | 2,887,459 | 347,912 |

41. Dividend remitted in Foreign Currency:

The particulars of dividend paid to non-resident shareholders are as under:

| Particulars | FY 2018-19 | FY 2017-18 |
|-------------------------------------|------------|------------|
| Number of shareholders | 2 | 2 |
| Number of shares held of ₹ 5/- each | 9,718,488 | 9,718,488 |
| Year to which dividend relates | FY 2017-18 | FY 2016-17 |
| Amount remitted (₹) | 1,214,811 | 1,214,811 |

42. Loan to other body corporate and others:

| Name of the Party | FY 2018-19 | FY 2017-18 |
|--|-------------|------------|
| | ₹ | ₹ |
| Virtual World Spatial Technologies Private Limited | 121,391,390 | - |

Above loan is interest bearing at applicable rate and given for business purpose.

43. Exchange Differences

During the year, realized and unrealized exchange gain (net) amounting to ₹ 16,135,948/- (Previous Year: exchange loss of ₹ 5,016,715/-) is included in the financial statements. There are no forward exchange contracts/options outstanding as on 31st March, 2019.

NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2019

44. Financial Instruments

A. The carrying value and fair value of financial instruments:

| Particulars | As at March 31, 2019 | | As at March 31, 2018 | |
|--|----------------------|----------------------|----------------------|----------------------|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Financial Assets | | | | |
| At Amortised Cost | | | | |
| Investments (Refer Note 4) | 1,503,457,720 | 1,503,457,720 | 1,498,819,997 | 1,498,819,997 |
| Other Financial Assets - Non Current (Refer Note 5) | 13,114,722 | 13,114,722 | 11,045,228 | 11,045,228 |
| Trade Receivables (Refer Note 8) | 659,737,798 | 659,737,798 | 417,632,983 | 417,632,983 |
| Cash & Cash equivalents (Refer Note 9) | 42,063,306 | 42,063,306 | 378,786,564 | 378,786,564 |
| Loans (Refer Note 10) | 121,391,390 | 121,391,390 | 17,004,855 | 17,004,855 |
| Other Financial Assets- Current (Refer Note 11) | 439,907,621 | 439,907,621 | 359,697,350 | 359,697,350 |
| At Fair value through Profit and Loss Account | | | | |
| Investments (Refer Note 4) | - | 57,550,704 | - | 62,188,427 |
| Total | 2,779,672,556 | 2,837,223,260 | 2,682,986,977 | 2,745,175,404 |
| Financial Liabilities | | | | |
| At Amortised Cost | | | | |
| Borrowings - Non Current (Refer Note 16) | 11,045,830 | 11,045,830 | 15,244,489 | 15,244,489 |
| Borrowings - Current (Refer Note 18) | 187,381,688 | 187,381,688 | 79,877,286 | 79,877,286 |
| Trade Payables (Refer Note 19) | 127,474,952 | 127,474,952 | 73,218,293 | 73,218,293 |
| Other Financial Liabilities (Refer Note 20) | 162,468,167 | 162,468,167 | 144,915,137 | 144,915,137 |
| Total | 488,370,638 | 488,370,638 | 313,255,205 | 313,255,205 |

B. Fair value measurements recognised in the statement of financial position:

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

NOTES FORMING PART OF FINANCIAL STATEMENTS

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| Particulars | As at March 31, 2019 | | | As at March 31, 2018 | | |
|---|----------------------|---------|---------------|----------------------|---------|---------------|
| | Level 1 | Level 2 | Level 3 | Level 1 | Level 2 | Level 3 |
| At Amortised Cost | | | | | | |
| Investments (Refer Note 4) | - | - | 1,503,457,720 | - | - | 1,498,819,997 |
| Other Financial Assets - Non Current (Refer Note 5) | - | - | 13,114,722 | - | - | 11,045,228 |
| Trade Receivables (Refer Note 8) | - | - | 659,737,798 | - | - | 417,632,983 |
| Cash & Cash equivalents (Refer Note 9) | - | - | 42,063,306 | - | - | 378,786,564 |
| Loans (Refer Note 10) | - | - | 121,391,390 | - | - | 17,004,855 |
| Other Financial Assets- Current (Refer Note 11) | - | - | 439,907,621 | - | - | 359,697,350 |
| Subtotal | - | - | 2,779,672,556 | - | - | 2,682,986,977 |
| At Fair value through Profit and Loss Account | | | | | | |
| Investments (Refer Note 4) | - | - | 57,550,704 | - | - | 62,188,427 |
| Subtotal | - | - | 57,550,704 | - | - | 62,188,427 |
| Financial Liabilities | | | | | | |
| At Amortised Cost | | | | | | |
| Borrowings - Non Current (Refer Note 16) | - | - | 11,045,830 | - | - | 15,244,489 |
| Borrowings - Current (Refer Note 18) | - | - | 187,381,688 | - | - | 79,877,286 |
| Trade Payables (Refer Note 19) | - | - | 127,474,952 | - | - | 73,218,293 |
| Other Financial Liabilities (Refer Note 20) | - | - | 162,468,167 | - | - | 144,915,137 |
| Subtotal | - | - | 488,370,638 | - | - | 313,255,205 |

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Cash and cash equivalents, Trade receivables, Other current Financial assets, Trade payable and other current Financial liabilities approximate their carrying amounts largely due to the short-term maturities or nature of these instruments.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

C. Financial risk management objectives:

Financial risk Factor:

The Company's activities exposes it to a variety of financial risks : Market Risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers

1. Market Risk:

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

i. Foreign currency exchange rate risk:

The fluctuation in foreign currency exchange rates may have a potential impact on the standalone statement of profit and loss and equity. This arises from transactions entered into in foreign currency and assets/liabilities which are denominated in a currency other than the functional currency of the Company..

A majority of the Company's foreign currency transactions are denominated in US Dollars. Other foreign currency transactions entered into by the Company are in Sterling Pound (GBP), Euro, Saudi Riyal, Kuwaiti Dinar, UAE Dirham's and MUR. Thus, the foreign currency sensitivity analysis has only been performed in respective currencies..

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Further, in accordance with its risk management policy, Company does not hedge its risks by using any derivative financial instruments..

Details of Foreign currency exposure are as follows:

As at 31st March, 2019

| Particulars | USD | EURO | GBP | AED | SAR | Kuwaiti Dinar | MUR |
|-------------------------------------|---------------------|--------------------|-------------------|-------------------|-------------------|---------------|-----------------|
| Trade Receivable | 2,493,054.44 | (112.00) | | 833,074.00 | 132,544.00 | - | - |
| Cash & Cash Equivalents | 11,353.47 | 651.37 | 680.76 | - | - | - | - |
| Loans | - | - | - | - | - | - | - |
| Other Financial Assets | 4,444,291.60 | - | - | - | - | - | - |
| Other Current Assets | 1,221.22 | - | - | 440.00 | 91,920.00 | 42.80 | 2,314.00 |
| Trade payables | - | (87,500.00) | (2,490.00) | - | - | - | - |
| Other Current Financial Liabilities | (47,804.73) | - | - | - | - | - | - |
| Other Current Liabilities | - | - | - | (10,048.08) | - | - | - |
| Total | 6,902,116.00 | (86,960.63) | (1,809.24) | 823,465.92 | 224,464.00 | 42.80 | 2,314.00 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

As at 31st March, 2018

| Particulars | USD | EURO | GBP | AED | SAR | Kuwaiti Dinar | MUR |
|-------------------------------------|------------------|------------|--------------|----------------|----------|---------------|----------|
| Trade Receivable | 1,970,385 | (112) | 7,248 | 146,835 | - | - | - |
| Cash & Cash Equivalents | 131,766 | 686 | 681 | | | | |
| Loans | 600 | - | - | - | - | 43 | - |
| Other Financial Assets | 4,986,689 | - | - | - | - | - | - |
| Other Current Assets | 108 | - | - | 440 | - | - | - |
| Trade payables | - | - | - | - | - | - | - |
| Other Current Financial Liabilities | (47,805) | - | - | - | - | - | - |
| Other Current Liabilities | (150,000) | - | - | (10,048) | - | - | - |
| Total | 6,891,745 | 574 | 7,928 | 137,227 | - | 43 | - |

Foreign Currency Risk Sensitivity

A change in 1% in Foreign Currency would have following Impact on Profit before tax assuming that all other variables, in Particulars interest rate remain constant & ignoring any impact of forecast Sales & Purchases.

| Particulars | 31st March 2019 | | 31st March 2018 | |
|---|-----------------|-------------|-----------------|-------------|
| | 1% Increase | 1% Decrease | 1% Increase | 1% Decrease |
| USD | 4,722,401 | (4,722,401) | 4,417,398 | (4,417,398) |
| EURO | (68,740) | 68,740 | 447 | (447) |
| GBP | (1,684) | 1,684 | 7,179 | (7,179) |
| AED | 150,247 | (150,247) | 23,386 | (23,386) |
| SAR | 40,157 | (40,157) | - | - |
| Kuwaiti Dinar | 97 | (97) | 90 | (90) |
| MUR | 44 | (44) | - | - |
| Increase / (Decrease) in Profit or Loss | 4,842,522 | (4,842,522) | 4,448,500 | (4,448,500) |

2. Credit Risk:

The credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to INR 659,737,798 and INR 417,632,983 as on March 31, 2019 and March 31, 2018 respectively and unbilled revenue amounting to INR 409,073,607 and INR 329,538,704 as on March 31, 2019 and March 31, 2018 respectively. Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned from different customers.

Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuous monitoring the creditworthiness of customers to which company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the group uses Expected Credit Loss Model (ECL) to assess the impairment loss or gain. The company uses the provision matrix to compute the ECL allowance for trade receivables and unbilled revenue. The provision matrix takes into account available external and internal credit risk factors such as company's historical experience for customers.

The detail percentage of revenues generated from top customers and top five customers are as follows:

| Particulars | AS AT | |
|---|-------------|-------------|
| | 31-Mar-19 | 31-Mar-18 |
| | ₹ | ₹ |
| Revenues generated from top five customers (in ₹) | 982,145,679 | 750,436,835 |
| Revenues generated from top five customers (%) | 82.68% | 67.68% |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

Credit Risk Exposures:

The Allowances for ECL on customer balances for the year ended March 31, 2019 was ₹ 7,919,680 and As on March 31, 2018 was ₹ 4,508,351/-.

| Particulars | (in ₹) | |
|------------------------------|------------------|------------------|
| | AS AT | |
| | 31-Mar-19 | 31-Mar-18 |
| | ₹ | ₹ |
| Balances at the beginning | - | - |
| Impairment losses as per ECL | 7,919,680 | 4,508,351 |
| Amounts Written off | - | - |
| Balance at the end | 7,919,680 | 4,508,351 |

Credit risk on cash and cash equivalent is limited as company invest in deposits with banks and financial institutions with high rating assigned by international and domestic credit rating agencies. Investments include the maximum related party credit exposure at March 31, 2019 on account of carrying amount which is disclosed in note 36 on related party transactions. Based on the creditworthiness of the related parties, financial strength of related parties and its parents and past history of recoveries from them, the credit risk is mitigated.

3. Liquidity risk:

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

45. Statement of Management

- (a) The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent if any stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary. There are no contingent liabilities except those stated in the notes.
- (b) Balance Sheet, Statement of Profit & Loss and Cash Flow statement read together with the schedules to the accounts and notes thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and results of the Company for the year under review.

46. 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 G.K.Choksi & Co.

CHARTERED ACCOUNTANTS

Firm Registration No. :125442W

SHREYAS V. PARIKH

PARTNER

Membership No. 33402

Date : May 22, 2019

Place : MUMBAI

For and on behalf of the Board Of Directors

SAJID MALIK

CHAIRMAN & MANAGING DIRECTOR

DIN No: 00400366

VINEET CHOPRA

COMPANY SECRETARY

Date : May 22, 2019

Place : MUMBAI

RATAN DAS

CHIEF FINANCIAL OFFICER

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GENESYS INTERNATIONAL CORPORATION LTD.

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of **Genesys International Corporation Limited** ("hereinafter referred to as the Holding Company"), and its subsidiaries [the Holding Company and its subsidiaries (including a step down subsidiary) together referred to as "the Group"] and its associates (refer Note [1] to the attached consolidated Ind AS Financial Statements) which comprise the consolidated Balance Sheet as at 31st March 2019, and the consolidated statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2019, of consolidated loss, consolidated total comprehensive income, consolidated statement of changes in equity and its consolidated cash flows for the year ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our

audit of the financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter

i) Accuracy of recognition, measurement, presentation and disclosures of revenue and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)

The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date. (Refer to Notes 24 to the consolidated financial statements)

How are audit addressed the key audit matter

Principal Audit Procedures

We assessed the company's process to identify the impact of adoption of the new revenue accounting standard.

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

- Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.
- Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, performance and inspection of evidence in respect of operation of these controls.
- Tested the relevant information technology systems access and change management controls relating to contracts and related

information used in recording and disclosing revenue in accordance with the new revenue accounting standard.

- Selected a sample of continuing and new contracts and performed the following procedures:
 - Read, analysed and identified the distinct performance application in these contracts.
 - Compared these performance obligation with that identified and recorded by the company.
 - Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.
 - Samples in respect of revenue record for time and material contracts were tested using a combination of approved timesheet including customer acceptances, subsequent invoicing and historical trend of collection and disputes.
 - Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
 - In respect of samples relating to fixed-price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems.
 - Sample of revenues aggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
 - Performed analytical procedures for reasonableness of revenue disclosed by type and service offerings.

We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in Board's report including annexures of Board's Report but does not include the consolidated financial statements and our auditor's report thereon. The aforesaid other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. When we read the above mentioned other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and those charged with governance for the consolidated Ind AS financial statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement,

whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant

to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The consolidated Ind AS financial statements of the company have been prepared based on the unaudited consolidated financial statements of company's subsidiary and company's step down subsidiary, furnished to us by the Management. We did not audit such consolidated financial statements of subsidiary and its step down subsidiary included in the consolidated financial results, whose consolidated financial statement reflect total assets of Rs.25,472.80 lakhs as at 31st March, 2019, total revenue of Rs. (398.13) lakhs and Net Loss of Rs.2240.20 lakhs for the year then ended on that date. For the purpose of consolidation of accounts of the said subsidiary (including the step down subsidiary) with the company for the period ending March 31, 2019, necessary adjustments have been carried out and approved by the management and the same has been reviewed by us. Our opinion on the Consolidated Ind AS Financial Statements insofar as it relates to the amounts and disclosures included in respect of this subsidiary company and our report in terms of sub-section (3) of Section 143 of the Act insofar as it relates to the aforesaid subsidiary, is based on the report of the other auditor for the period ending December 31, 2018 and the material adjustments carried out by the management to commensurate with the period of the company. Our opinion on the Consolidated Ind AS Financial Statements

and our report on other legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor.

The consolidated financial statement of the company does not include the share of profit/(loss) of its associate namely, Riransa Genesys Geomatics Private Limited as the result of the said associate is not yet finalized and the same will not have any material bearing on these consolidated financial statements.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies, and its associate companies incorporated in India is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates – Refer Note 33 to the consolidated Ind AS financial statements.
 - ii. The Group and its associate did not have any long term contracts as at 31st March, 2019 including derivative contracts for which there were any foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and its associate companies incorporated in India.

FOR G. K. CHOKSI & CO.
Chartered Accountants
[Firm Registration No. 125442W]

(SHREYAS V. PARIKH)
Partner
M. No. 33402

Place : Mumbai
Date : 22nd May, 2019

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31st March, 2019, we have audited the internal financial controls over financial reporting of Genesys International Corporation Limited (hereinafter referred to as "the Holding Company") and its subsidiary and associate companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiaries and its associate, which are companies incorporated in India are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on internal financial controls of Holding company and its subsidiary and associates companies, which are companies incorporated India, based on our audit.. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of Holding company and its subsidiary and associate companies, which are companies incorporated india.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override

of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of information and according to the explanation given to us, the Holding Company, its subsidiaries and its associate company which is incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria

established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

FOR G. K. CHOKSI & CO.
Chartered Accountants
[Firm Registration No. 125442W]

(SHREYAS V. PARIKH)
Partner
M. No. 33402

Place : Mumbai
Date : 22nd May,2019

GENESYS INTERNATIONAL CORPORATION LIMITED

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2019

| PARTICULARS | Note No. | MARCH 31, 2019 ₹ | MARCH 31, 2018 ₹ |
|-------------------------------------|----------|----------------------|----------------------|
| I. ASSETS | | | |
| 1) NON-CURRENT ASSETS | | | |
| a) Property, Plant and Equipment | 3 | 239,587,936 | 248,611,623 |
| b) Capital Work-in-progress | 3 | - | 2,542,300 |
| c) Goodwill on Consolidation | 3 | 342,202,649 | 342,202,649 |
| d) Other Intangible Assets | 3 | 1,495,271,710 | 1,577,223,531 |
| | | 2,077,062,295 | 2,170,580,103 |
| e) Financial Assets: | | | |
| Investments | 4 | 110,405,584 | 110,405,584 |
| Other Financial Assets | 5 | 13,139,722 | 12,900,468 |
| f) Deferred Tax Assets (net) | 6 | 237,935,710 | 245,494,337 |
| g) Other Non Current Assets | 7 | 61,528,203 | 26,140,051 |
| | | 2,500,071,514 | 2,565,520,543 |
| 2) CURRENT ASSETS | | | |
| a) Financial Assets: | | | |
| Trade Receivables | 8 | 585,270,054 | 417,619,045 |
| Cash and Cash Equivalents | 9 | 42,349,551 | 379,030,166 |
| Loans | 10 | - | 17,004,855 |
| Other Financial Assets | 11 | 428,750,519 | 349,916,867 |
| b) Current Tax Assets (Net) | 12 | 4,995,781 | 10,139,907 |
| c) Other Current Assets | 13 | 273,030,725 | 108,634,226 |
| | | 1,334,396,630 | 1,282,345,066 |
| TOTAL | | 3,834,468,144 | 3,847,865,609 |
| II. EQUITY AND LIABILITIES | | | |
| 1) EQUITY | | | |
| a) Equity Share Capital | 14 | 155,561,560 | 154,747,560 |
| b) Other Equity | 15 | 2,083,276,912 | 2,093,476,651 |
| c) Non Controlling Interest | | 917,365,223 | 945,351,143 |
| | | 3,156,203,694 | 3,193,575,354 |
| 2) NON-CURRENT LIABILITIES | | | |
| a) Financial Liabilities: | | | |
| Borrowings | 16 | 11,045,830 | 15,244,489 |
| b) Provisions | 17 | 52,422,920 | 43,561,543 |
| | | 63,468,751 | 58,806,032 |
| 3) CURRENT LIABILITIES | | | |
| a) Financial Liabilities: | | | |
| Borrowings | 18 | 188,888,916 | 155,551,173 |
| Trade Payables | 19 | 152,543,246 | 95,608,530 |
| Other Current Financial Liabilities | 20 | 162,759,413 | 147,073,835 |
| b) Other Current Liabilities | 21 | 54,603,587 | 93,658,765 |
| c) Provisions | 22 | 30,486,608 | 33,142,678 |
| d) Current Tax Liabilities (Net) | 23 | 25,513,928 | 70,449,242 |
| | | 614,795,698 | 595,484,223 |
| TOTAL | | 3,834,468,144 | 3,847,865,609 |

Notes forming integral part of the Financial Statements 1 to 45

As per our Report of even date attached For and on behalf of the Board Of Directors
For G.K.Choksi & Co.

CHARTERED ACCOUNTANTS
Firm Registration No. :125442W

SAJID MALIK
CHAIRMAN & MANAGING DIRECTOR
DIN NO . 00400366

SHREYAS V. PARIKH
PARTNER
Membership No. 33402

VINEET CHOPRA
COMPANY SECRETARY

RATAN DAS
CHIEF FINANCIAL OFFICER

Date : May 22, 2019
Place : MUMBAI

Date : May 22, 2019
Place : MUMBAI

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2019

| PARTICULARS | Note No. | MARCH 31, 2019 ₹ | MARCH 31, 2018 ₹ |
|--|----------|----------------------|----------------------|
| I. INCOME | | | |
| Revenue from Operations | 24 | 1,147,309,448 | 1,137,673,553 |
| Other Income | 25 | 29,444,994 | 39,561,631 |
| TOTAL REVENUE | | 1,176,754,442 | 1,177,235,184 |
| II. EXPENSES | | | |
| Project Expenses | 26 | 165,671,700 | 140,535,046 |
| Employee Benefit Expenses | 27 | 630,179,194 | 484,427,725 |
| Finance Costs | 28 | 25,703,260 | 21,673,975 |
| Depreciation and Amortization Expense | 3 | 187,725,782 | 142,023,073 |
| Other Expenses | 29 | 163,769,363 | 153,441,398 |
| TOTAL EXPENSES | | 1,173,049,298 | 942,101,216 |
| III. PROFIT BEFORE TAX | | 3,705,144 | 235,133,968 |
| IV. Tax Expense: | 30 | | |
| Current Tax | | 32,364,000 | 82,141,800 |
| Deferred Tax | | 6,521,718 | (19,027,757) |
| Tax Adjustment for earlier years | | 2,140,352 | 1,878,139 |
| TOTAL TAX EXPENSES | | 41,026,070 | 64,992,182 |
| V. PROFIT AFTER TAX | | (37,320,927) | 170,141,786 |
| VI. SHARE OF LOSS OF ASSOCIATE | | - | (84,416) |
| VII. TOTAL PROFIT FOR THE YEAR | | (37,320,927) | 170,057,370 |
| VIII. OTHER COMPREHENSIVE INCOME (NET OF TAXES) | | | |
| Items that will not be reclassified to Profit & Loss | | | |
| Remesurement of net defined benefit plans (Net of Tax) | | 3,560,813 | (2,133,993) |
| Income Tax effect | | (1,036,909) | 607,061 |
| OTHER COMPREHENSIVE INCOME / EXPENSES FOR THE YEAR (NET OF TAXES) | | 2,523,904 | (1,526,932) |
| IX. TOTAL COMPREHENSIVE INCOME FOR THE YEAR | | (34,797,022) | 168,530,438 |
| X. TOTAL COMPREHENSIVE INCOME / LOSS FOR THE YEAR ATTRIBUTABLE TO | | | |
| NON - CONTROLLING INTEREST | | (91,019,485) | (104,923,523) |
| EQUITY SHARE HOLDER'S OF THE COMPANY | | 56,222,463 | 273,453,961 |
| XI. EARNINGS PER EQUITY SHARE | 37 | | |
| Equity Shares of face value of ₹ 5 each | | | |
| Basic | | 1.73 | 8.95 |
| Diluted | | 1.70 | 8.57 |
| Number of shares used in computing earnings per share | | 31,112,312 | 30,949,512 |

Notes forming integral part of the Financial Statements 1 to 45

As per our Report of even date attached For and on behalf of the Board Of Directors

For G.K.Choksi & Co.

CHARTERED ACCOUNTANTS

Firm Registration No. :125442W

SAJID MALIK

CHAIRMAN & MANAGING DIRECTOR

DIN NO . 00400366

SHREYAS V. PARIKH

PARTNER

Membership No. 33402

VINEET CHOPRA

COMPANY SECRETARY

RATAN DAS

CHIEF FINANCIAL OFFICER

Date : May 22, 2019

Place : MUMBAI

Date : May 22, 2019

Place : MUMBAI

GENESYS INTERNATIONAL CORPORATION LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

| PARTICULARS | Note no. | MARCH 31, 2019 | | MARCH 31, 2018 | |
|--|-------------|----------------------|----------------------|----------------|---------------|
| | | ₹ | ₹ | ₹ | ₹ |
| A CASH FLOW FROM OPERATING ACTIVITIES | | | | | |
| Net Profit before tax and extraordinary items | | | 3,705,144 | | 235,133,967 |
| Adjustments for: | | | | | |
| Depreciation and amortization | | 187,725,782 | | 142,023,073 | |
| Interest & Dividend/Gains from securities | | (6,727,067) | | (6,934,151) | |
| (Profit)/Loss on Sale of Property, Plant and Equipment | | (1,418,482) | | (46,302) | |
| Interest Paid | | 25,703,260 | | 21,673,975 | |
| Employee Compensation Expenses | | 21,842,503 | | 39,854,769 | |
| Share of loss of Associate | | - | | (84,416) | |
| Unrealised (Gain)/Loss | | (4,482,301) | | (3,595,480) | |
| | | | 222,643,694 | | 192,891,468 |
| Operating Profit before working capital changes | | | 226,348,838 | | 428,025,435 |
| Adjusted for: | | | | | |
| Trade Receivable | | (162,287,392) | | (184,534,322) | |
| Other Financial Assets | | (79,072,906) | | (9,758,493) | |
| Other Assets | | (199,784,651) | | (61,135,810) | |
| Loans | | 17,004,855 | | (5,665,801) | |
| Financial Liabilities | | 71,738,979 | | 67,294,479 | |
| Other Liabilities and Provisions | | (29,289,058) | | (16,411,967) | |
| | | | (381,690,173) | | (210,211,914) |
| Cash Generated from Operations | | | (155,341,335) | | 217,813,521 |
| Income Taxes (Paid) / Refund received | | | (74,295,540) | | (50,453,494) |
| Net Cash Flow from Operating Activities [A] | | | (229,636,875) | | 167,360,027 |
| B CASH FLOW FROM INVESTING ACTIVITIES | | | | | |
| Purchase of Property, Plant, Equipment and Intangible Assets | | (106,990,624) | | (518,545,331) | |
| Consolidation Adjustment of Intangible Assets | | (190,559,923) | | (2,359,856) | |
| Sale of Property, Plant and Equipment | | 14,201,133 | | 236,619 | |
| Foreign Currency Translation Difference | | 103,482,042 | | (36,076,258) | |
| Interest & Dividend/Gains from securities | | 6,727,067 | | 6,934,151 | |
| Loans & Advances to other body corporate | | - | | 85,700,000 | |
| Sale of Investments | | - | | 89,270,745 | |
| Net Cash used in Investing Activities [B] | | | (173,140,306) | | (374,839,931) |

| PARTICULARS | Note no. | MARCH 31, 2019 | | MARCH 31, 2018 | |
|---|-------------|----------------------|---|--------------------|---|
| | | ₹ | ₹ | ₹ | ₹ |
| C CASH FLOW FROM FINANCING ACTIVITIES | | | | | |
| Proceeds from share application money & increase in share capital | | 4,295,200 | | 355,267,802 | |
| Reduction of share of Non Controlling Interest | | 63,033,565 | | 77,878,688 | |
| Proceeds/(Repayment) from/of Secured/unsecured Borrowings | | 29,139,085 | | (29,229,543) | |
| Other Non Current Assets | | - | | - | |
| Interest Paid | | (25,703,260) | | (21,673,975) | |
| Dividend Paid (including dividend distribution tax) | | (4,668,024) | | (4,616,169) | |
| Net Cash Flow from Financing Activities [C] | | 66,096,566 | | 377,626,803 | |
| Net Increase in Cash & Cash Equivalents [A+B+C] | | (336,680,615) | | 170,146,899 | |
| Cash & Bank Balance (Opening Balance) | 9 | 379,030,166 | | 208,883,267 | |
| Cash & Bank Balance (Closing Balance) | 9 | 42,349,551 | | 379,030,166 | |
| Cash & Bank balance comprise | | | | | |
| Cash in Hand | | 10,233,269 | | 349,899,634 | |
| Balance with Banks | | 32,116,282 | | 29,130,532 | |
| Cash & Bank Balance as at the end of the year | | 42,349,551 | | 379,030,166 | |

As per our Report of even date attached
For G.K.Choksi & Co.

CHARTERED ACCOUNTANTS
Firm Registration No. :125442W

SHREYAS V. PARIKH
PARTNER
Membership No. 33402

Date : May 22, 2019
Place : MUMBAI

For and on behalf of the Board Of Directors

SAJID MALIK
CHAIRMAN & MANAGING DIRECTOR
DIN NO . 00400366

VINEET CHOPRA
COMPANY SECRETARY

Date : May 22, 2019
Place : MUMBAI

RATAN DAS
CHIEF FINANCIAL OFFICER

Consolidated statement of changes in Equity for the year ended 31st March, 2019

A Equity Share Capital

| Particulars | (in ₹) |
|--------------------------------|-------------|
| Balance as on 1st April, 2017 | 153,041,060 |
| Addition | 1,706,500 |
| Balance as on 31st March, 2018 | 154,747,560 |
| Addition | 814,000 |
| Balance as on 31st March, 2019 | 155,561,560 |

B Other Equity

| Particulars | Reserves & Surplus | | | | | | Other Comprehensive Income | Total Other Equity |
|--|--------------------|---|----------------------------|-----------------|----------------------------------|--------------------------------------|----------------------------|--------------------|
| | Capital Reserves | Share Application Money pending allotment | Securities Premium Reserve | General Reserve | Share Option Outstanding Account | Foreign Exchange Fluctuation Reserve | | |
| Balance as of April 1, 2017 | 219,076,521 | 517,400 | 125,174,053 | 234,585,000 | 14,370,134 | (368,821,796) | 1,290,328,612 | 1,515,229,924 |
| Additions during the year | (45,571,021) | (517,400) | 370,955,988 | - | 164,266,667 | (36,076,258) | | 453,057,975 |
| Stock Options Lapsed / Exercised during the year | | | | (18,514,081) | | | | (18,514,081) |
| Deferred Employee Compensation to be amortized | | | | (122,775,103) | | | | (122,775,103) |
| Dividend paid during the year | | | | | | (4,616,169) | | (4,616,169) |
| Consolidation Adjustments | | | | | | (2,359,856) | | (2,359,856) |
| Profit for the year | | | | | | 274,980,893 | (1,526,932) | 273,453,961 |
| Balance as of March 31, 2018 | 173,505,500 | - | 496,130,041 | 234,585,000 | 37,347,617 | (404,898,055) | 1,558,333,480 | 2,093,476,652 |
| Shares Allotted during the year | | | | | | | | - |
| Additions during the year | - | 62,400 | 11,469,260 | | - | 103,482,042 | | 115,013,702 |
| Stock Options Lapsed / Exercised during the year | | | | (93,604,377) | | | | (93,604,377) |
| Deferred Employee Compensation to be amortized | | | | 107,396,420 | | | | 107,396,420 |
| Fair Value of Financial Assets | | | | | | | | - |
| Consolidation Adjustment | | | | | | (190,559,923) | | (190,559,923) |
| Dividend paid during the year | | | | | | (4,668,024) | | (4,668,024) |
| Profit for the year | | | | | | 53,698,558 | 2,523,904 | 56,222,463 |
| Balance as of March 31, 2019 | 173,505,500 | 62,400 | 507,599,301 | 234,585,000 | 51,139,660 | (301,416,013) | 1,416,804,092 | 2,083,276,912 |

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

1. Company's Background

Genesys International Corporation Limited (herein after referred as 'Company' or 'GICL') is engaged in providing Geographical Information Services comprising of photogrammetry, remote sensing, cartography, data conversion, state of the art terrestrial and 3D geo-content including location navigation mapping and other computer based related services.

The company is a public limited company incorporated and domiciled in India and has its registered office at Mumbai, Maharashtra.

The company has its Equity Shares listed on Bombay Stock Exchange and National Stock Exchange.

Authorisation of Financial Statements: The Consolidated Financial Statements were authorized for issuance in accordance with a resolution of the Board of Directors in its meeting held on 22nd May, 2019.

2. Significant Accounting Policies

A) Basis of preparation of consolidated financial statements

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as Ind-AS) notified under section 133 of Companies Act, 2013 read with the relevant rules issued there under.

The Group's Financial statements are presented in Indian Rupees (₹), which is also its functional currency.

The Consolidated Financial Statements have been prepared under historical cost convention basis except for certain financial assets and financial liabilities measured at fair value (refer accounting policies for financial instruments).

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements relate to Genesys International Corporation Limited, (the 'Company'), its subsidiary companies and the Group's share of profit / loss in its associates. The consolidated financial statements have been prepared in accordance with the requirements of

Ind AS 110, 'Consolidated Financial Statements' on the following basis:

- i) The financial statements of the subsidiary companies and associates used in the consolidation are drawn upto the same reporting date as that of the Company i.e., 31 March, 2019.
- ii) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.
- iii) The consolidated financial statements include the share of profit / loss of the associate companies which have been accounted for using equity method as per Ind AS 28 Accounting for Investments in Associates in Consolidated Financial Statements. Accordingly, the share of profit/ loss of each of the associate companies (the loss being restricted to the cost of investment) has been added to / deducted from the cost of investments. The excess of cost to the Group of its investments in the subsidiary companies over its share of equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment at each balance sheet date and impairment loss, if any, is provided for. On the other hand, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements. The 'Goodwill' / 'Capital Reserve' is determined separately for each subsidiary company and such amounts are not set off between different entities
- iv) The difference between the cost of investment in the associate and the share of net assets at the time of acquisition of shares in the associate is identified in the consolidated financial statements as Goodwill or Capital reserve as the case may be.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

- v) Following subsidiary companies and associates have been considered in the preparation of the consolidated financial statements:

| Name of the entity | Relation-ship | Country of Incorporation | Ownership held by | % of Holding and voting power either directly or indirectly through subsidiary as at | |
|--|----------------------|--------------------------|-------------------|--|------------------|
| | | | | As at 31.03.2019 | As at 31.03.2018 |
| A.N. Virtual World Tech Limited | Subsidiary | Cyprus | Direct | 59.37% | 59.37% |
| Virtual World Spatial Technologies Private Limited | Step Down Subsidiary | India | In direct | - | - |
| Riransa genesys Geomatics Pvt. Ltd. | Associate | India | Direct | 49% | 49% |

B) Use of Estimates and Judgments:

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

Critical estimates and judgments

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including

expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognized prospectively. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

- Estimation of Defined benefit obligation
- Estimation of current tax expenses and Payable
- Useful lives of property, plant and equipment
- Employee stock option compensation expenses and payable
- Impairment of Financial and Non Financial Assets
- Fair Value measurement of Financial Assets

C) Current versus non-current classification

The company presents assets and liabilities in the balance sheet based on current/ non-current classification.

All the assets and liabilities have been classified as current/non-current as per the Company's normal operating cycle and other criteria set out in Division II to Schedule III of the Companies Act, 2013.

Based on the nature of services and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

D) Revenue recognition and expenses

Company earns revenue primarily from Geographical Information Services comprising of photogrammetry, remote sensing, cartography, data conversion, state of the art terrestrial and 3D geo-content including location and other computer based related services.

Effective April 1, 2018, Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

(i.e. April 1, 2018), which was not material. The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the consolidated statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. Refer note 2(d) – Significant accounting policies – Revenue recognition in the Annual report of the Company for the year ended March 31, 2018, for revenue recognition policy as per Ind AS 18 and Ind AS 11. The adoption of standard did not have any material impact on the financial statements of Company.

Revenue is recognised upon transfer of control of promised services or products to customers in an amount that reflects the consideration which Company expects to receive in exchange for those services or products.

- Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, number of transactions processed, etc.
- Revenue related to fixed price maintenance and support services contracts where Company is standing ready to provide services is recognised based on time elapsed mode and revenue is straight lined over the period of performance.
- In respect of other fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation. The contract costs used in computing the revenues include cost of fulfilling warranty obligations.
- Revenue from the sale of distinct third party hardware and / or software is recognised at the point in time when control is transferred to the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

Company disaggregates revenue from contracts with customers by geography.

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

Interest Income:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

Dividend Income:

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

Other Income:

Other income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

E) Property, Plant and equipment

Property, plant and equipment's (PPE) are stated at cost less accumulated depreciation and impairment losses, if any. Cost of acquisition includes directly attributable costs for bringing the assets to its present location and use.

The cost of an item of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

Gains or losses arising from de-recognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the assets derecognized.

Depreciation:

Depreciation on PPE is provided as per straight line method as per the useful life prescribed in Schedule II of the Companies Act, 2013 except in case of following category of PPE in whose case the life of the items of PPE has been assessed as under based on technical estimate, taking into account the nature of the asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, manufacturer's warranties and maintenance support etc.

| Particulars | Useful Life |
|--|---|
| Computer hardware (including servers & networks) | 3 years |
| Imaging Systems | 3 years |
| Other Assets | As per Useful Life specified in Schedule II |

Depreciation / Amortization is charged on a pro-rata basis on assets purchased/ sold during the year, with reference to date of installation/ disposal.

Assets costing individually ₹ 5,000/- or less are fully depreciated in the year of purchase / installation.

Residual value is considered as Nil for all the assets.

F) Intangible Assets

Intangibles are stated at the acquisition price including directly attributable costs for bringing the asset into use, less accumulated amortization and impairment. Direct expenditure, if any, incurred for internally developed intangibles from which future economic benefits are expected to flow over a period of time is treated as intangible asset as per the Indian Accounting Standard on Intangible Assets.

Depreciation:

Depreciation on Intangible Assets is provided on straight line method as per the useful life prescribed in Schedule II of the Companies Act, 2013 except in case of following category of Intangible Assets in which case the life of the items of Intangible assets has been assessed as under based on technical estimate, taking into account the nature of the asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes etc.

| Particulars | Useful Life |
|---------------------|-------------|
| - Computer software | 3 years |
| - GIS database | 3 years |
| - Geo database | 20 years |

Depreciation / Amortization is charged on a pro-rata basis on assets purchased/ sold during the year, with reference to date of installation/ disposal.

Assets costing individually ₹ 5,000/- or less are fully depreciated in the year of purchase / installation.

Residual value is considered as Nil for all the assets.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

G) Borrowing Costs

Borrowing costs, if any, directly attributable to the acquisition of the qualifying asset are capitalized for the period until the asset is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use.

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

H) Financial Instruments

Initial measurement

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition except for the trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to or deducted from the fair value on initial recognition.

a) Subsequent measurement (Non derivative financial instruments)

1. Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely for payments of principal and interest on the principal amount outstanding.

2. Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely for payments

of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

3. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

4. Financial Liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

5. Investment in Subsidiaries and Associates:

Investment in subsidiaries and Associates are measured at cost less impairment.

b) Share Capital – Ordinary Shares

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all its liabilities. Equity instruments recognized by the company are recognized at the proceeds received net of direct issue cost.

c) De-recognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

I) Fair Value measurement of Financial Instruments

Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market which can be accessed by the Company for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the Consolidated financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

J) Impairment of assets

(i) Financial Assets

The Company recognizes loss allowances using the expected credit loss (ECL) model

for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

(ii) Non-Financial Assets

Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

K) Leases

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease payments under operating leases are recognized as an expense on a straight line basis in net profit in the Statement of Profit and Loss over the lease term.

L) Foreign Currency Transactions

All transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date when the relevant transactions take place.

Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year. Monetary assets and liabilities in the form of Loans, Current Assets and Current 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 Statement of Profit and Loss.

The premium or discount arising at the inception of the forward exchange contracts related to underlying receivables and payables, if any, 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 entity 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 transactions took place. Net Gain / Loss in foreign currency transactions are recognized in the Statement of Profit and Loss. Monetary assets and liabilities are translated at the rates prevailing on the balance sheet date.

M) Employee Benefits

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.

Post-employment benefits (defined benefit plans)- The employees' gratuity scheme is a defined benefit plan. In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity for the eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on an actuarial valuation using projected unit credit method. The discount rate is based on the prevailing market yields of Indian government securities. Gains and Losses through re-measurement of the net defined benefit liability / (asset) are recognized in Other Comprehensive Income.

Post-employment benefits (defined contribution plans) – Contributions to the provident fund is defined contribution plan and is recognized as an expense in the Statement of Profit and Loss in the period in which the contribution is due. Both the employee and the Company make monthly contributions to the provident fund scheme equal to the specified percentage of the covered employees' basic salary.

Long-term employee benefits – Long-term employee benefits comprise of compensated absences and other employee incentives, if any. 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 in the Statement of Profit and Loss.

Employee Options

The fair value of the options granted under the scheme of the "Company Employee Option Plan, is recognised as employee benefits expense with the corresponding increase in equity. The total amount to be expensed is determined by the reference to the fair value of the options granted:

- including any market conditions (e.g., the entity's share price)
- excluding the impact of any service and non- market performance vesting conditions (profitability, sales growth targets and remaining an employee of the entity over the specified period), and

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

- including the impact of any non-vesting conditions (e.g. the requirement for the employee to save or holding shares for the specific period of time)

The total expense is recognised over the vesting period, which is the period over which all the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimate of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with the corresponding adjustments to equity.

N) Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

a) Current Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Current tax assets and liabilities are offset only if, the Company:

- Has a legally enforceable right to set off the recognized amounts; and
- Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

b) Deferred Income Tax

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilized.

Deferred tax assets and liabilities are offset only if:

- Entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- Deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority

O) Earnings per Share (EPS)

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

P) Cash and Cash Equivalents

Cash and Cash equivalents comprises cash and calls on deposit with banks and corporations. The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalent.

Q) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

R) Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

S) 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. Provision is not discounted to its present value and is determined based on the last estimate required to settle the obligation at the year end.

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 Consolidated financial statements.

2A) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from April 1, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard

also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Company will adopt Ind AS 116, effective annual reporting period beginning April 1, 2019. The Company will apply the standard to its leases, retrospectively, with the cumulative effect of initially applying the standard, recognised on the date of initial application (April 1, 2019). Accordingly, the Company will not restate comparative information, instead, the cumulative effect of initially applying this Standard will be recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019. On that date, the Company will recognise a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the standard had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate as at April 1, 2019. In accordance with the standard, the Company will elect not to apply the requirements of Ind AS 116 to short-term leases and leases for which the underlying asset is of low value.

On transition, the Company will be using the practical expedient provided the standard and therefore, will not reassess whether a contract, is or contains a lease, at the date of initial application.

The Company is in the process of finalising changes to systems and processes to meet the accounting and reporting requirements of the standard.

With effect from April 1, 2019, the Company will recognise new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to (a) amortization change for the right-to-use asset, and (b) interest accrued on lease liability.

As a lessor, sublease shall be classified as an operating lease if the head lease is classified as a short term lease. In all other cases, the sublease shall be classified as a finance lease.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Group does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Group does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Group does not currently have any long-term interests in associates and joint ventures.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Group will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2019

Note 3. Property, Plant and Equipment

| Particulars | Original Cost | | | Depreciation and Amortization | | | | Net Book Value | | |
|--|----------------------|-----------------------------|-----------------------------|-------------------------------|----------------------|-------------|--------------------|-------------------|----------------------|----------------------|
| | As at 1.04.18 | Additions during the period | Disposals during the period | As at 31.03.19 | Up to 1.04.18 | Transferred | For the period | On Disposals | Up to 31.03.19 | As at 31.03.19 |
| | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ |
| Goodwill | 342,202,649 | - | - | 342,202,649 | - | - | - | - | - | 342,202,649 |
| Subtotal - (A) | 342,202,649 | - | - | 342,202,649 | - | - | - | - | - | 342,202,649 |
| Tangible Assets-Property, Plant and Equipment | | | | | | | | | | |
| Leasehold Premises | 74,347,450 | - | - | 74,347,450 | 10,454,579 | - | 1,261,055 | - | 11,715,634 | 62,631,816 |
| Leasehold Building Improvements | 5,790,285 | - | - | 5,790,285 | 873,905 | - | 95,350 | - | 969,255 | 4,821,030 |
| Computer Hardware | 271,313,486 | 58,166,810 | - | 329,480,296 | 210,030,219 | - | 33,220,948 | - | 243,251,167 | 86,229,128 |
| Furniture & Fixtures | 47,724,127 | 389,500 | - | 48,113,627 | 39,076,892 | - | 3,675,882 | - | 42,752,774 | 5,360,853 |
| Office Equipments | 31,269,407 | 4,590,186 | 326,750 | 35,532,843 | 27,753,206 | - | 1,663,962 | 129,086 | 29,288,082 | 6,244,761 |
| Vehicles | 58,787,553 | 6,241,043 | 10,276,246 | 54,752,350 | 34,078,360 | - | 6,965,639 | 10,171,290 | 30,872,709 | 23,879,641 |
| Imaging Systems | 333,305,763 | 7,193,239 | - | 340,499,002 | 255,659,645 | - | 49,289,643 | - | 304,949,488 | 35,549,515 |
| Electric Installation | 3,535,610 | - | - | 3,535,610 | 2,826,166 | - | 455,085 | - | 3,281,261 | 254,349 |
| Leasehold Improvements | 3,330,905 | 11,621,980 | 150,440 | 14,802,445 | 39,792 | - | 145,811 | - | 185,603 | 14,616,842 |
| Sub total - (B) | 829,404,586 | 88,202,758 | 10,753,436 | 906,653,908 | 580,792,963 | - | 96,773,385 | 10,300,376 | 667,265,972 | 239,587,936 |
| Capital WIP | | | | | | | | | | |
| Capital WIP 73 | 2,542,300 | 9,787,291 | 12,329,591 | - | - | - | - | - | - | - |
| Subtotal - (C) | 2,542,300 | 9,787,291 | 12,329,591 | - | - | - | - | - | - | 2,542,300 |
| Intangible Assets | | | | | | | | | | |
| Computer Software | 137,628,805 | 9,000,575 | - | 146,629,380 | 137,397,032 | - | 1,544,404 | - | 138,941,436 | 7,687,944 |
| GIS Database | 1,866,719,275 | - | - | 1,866,719,275 | 289,727,518 | - | 89,407,992 | - | 379,135,510 | 1,487,583,765 |
| Sub total - (D) | 2,004,348,081 | 9,000,575 | - | 2,013,348,656 | 427,124,550 | - | 90,952,396 | - | 518,076,946 | 1,495,271,709 |
| Total (A+B+C+D) | 3,178,497,615 | 106,990,624 | 23,083,027 | 3,262,405,212 | 1,007,917,513 | - | 187,725,782 | 10,300,376 | 1,185,342,919 | 2,077,062,294 |
| Previous Year | 2,660,788,045 | 518,545,331 | 835,761 | 3,178,497,615 | 866,539,883 | - | 142,023,073 | 645,444 | 1,007,917,512 | 2,170,580,103 |

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

4. NON - CURRENT INVESTMENTS

(in ₹)

| PARTICULARS | As at | |
|---|--------------------|--------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Unquoted | | |
| (A). Investment carried at Cost: | | |
| (i) <u>Investment in Equity Instruments of Associates</u> | | |
| (i) 247,350 Equity Shares (Previous Year: 247,350) of ₹ 1/- each in Genesys Virtual World Limited, India | 247,350 | 247,350 |
| Less: Provision for Impairment | 247,350 | 247,350 |
| | - | - |
| (ii) 49,000 equity shares (Previous Year: Nil) of ₹ 10/- each in Riransa Genesys Geomatics Pvt Ltd | 405,584 | 405,584 |
| (B) <u>Investment carried at Amortised Cost:</u> | | |
| (i) <u>Investment in Debentures of Others</u> | | |
| 1,100,000 [0%]Optionally Convertible Debentures (Previous Year: 1,100,000) of ₹ 100/- each in KU Projects Private Limited - Debt Component | 52,449,296 | 47,811,573 |
| (C) <u>Investment carried at fair value through Profit or Loss:</u> | | |
| 1,100,000 [0%]Optionally Convertible Debentures (Previous Year: 1,100,000) of ₹ 100/- each in KU Projects Private Limited - Equity Component | 57,550,704 | 62,188,427 |
| Total Investments | 110,405,584 | 110,405,584 |
| Aggregate Amount of unquoted Investments | 110,405,584 | 110,652,934 |
| Aggregate amount of impairment in value of investment | 247,350 | 247,350 |
| Investments carried at Cost | 405,584 | 405,584 |
| Investments carried at Amortised Cost | 52,449,296 | 47,811,573 |
| Investments carried at Fair Value through other comprehensive income | - | - |
| Investments carried at Fair Value through profit or loss | 57,550,704 | 62,188,427 |

5. OTHER FINANCIAL ASSETS

(in ₹)

| PARTICULARS | As at | |
|----------------------------|-------------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Unsecured, considered good | | |
| Loans | | |
| Other Deposits | 13,139,722 | 12,900,468 |
| Total | 13,139,722 | 12,900,468 |

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

6. DEFERRED TAX ASSETS (NET)

(in ₹)

| PARTICULARS | As at | |
|---|--------------------|--------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Deferred Tax Assets | | |
| Provision for Employee Benefits | 18,006,693 | 16,828,589 |
| Depreciation and Amortization | 34,018,218 | 28,329,412 |
| Provision for Expected Credit Loss | 1,662,015 | 1,023,176 |
| Preliminary Expenses | 6,426 | 12,854 |
| Unabsorbed depreciation and business losses | - | 11,546,146 |
| MAT Credit | 184,242,358 | 187,754,160 |
| Deferred Tax Assets | 237,935,710 | 245,494,337 |

Refer Note No.30(D) for details of Deferred tax assets realised in the statement of profit & loss for current and previous years.

7. OTHER NON CURRENT ASSETS

(in ₹)

| PARTICULARS | As at | |
|----------------------------|-------------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Unsecured, considered good | | |
| Capital Advances | 26,000,000 | 26,000,000 |
| Other Advances | 33,600,000 | - |
| Prepaid Expenses | 1,928,203 | 140,051 |
| Total | 61,528,203 | 26,140,051 |

8. TRADE RECEIVABLES

(in ₹)

| PARTICULARS | As at | |
|------------------------------------|--------------------|--------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Other Trade Receivables | | |
| Unsecured | | |
| Considered Good | 585,270,054 | 417,619,045 |
| Considered Doubtful | 7,919,680 | 4,508,351 |
| | 593,189,734 | 422,127,396 |
| Less: Provision for Doubtful Debts | 7,919,680 | 4,508,351 |
| Total | 585,270,054 | 417,619,045 |

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

9. CASH & CASH EQUIVALENTS

(in ₹)

| PARTICULARS | As at | |
|--|-------------------|--------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| (a) Cash & Cash Equivalents | | |
| Cash in Hand | 6,188,596 | 4,153,809 |
| Balances with Banks | | |
| In Current Accounts | 4,044,673 | 345,745,825 |
| | 10,233,269 | 349,899,634 |
| (b) Other Bank Balances | | |
| Balances with banks in unpaid dividend accounts | 155,108 | 212,566 |
| | 155,108 | 212,566 |
| Deposit accounts with more than 12 months maturity (pledged with bank) | 14,501,455 | 12,294,769 |
| Balances with banks held as margin money deposits against guarantees | 17,459,719 | 16,623,197 |
| Total | 42,349,551 | 379,030,166 |

10. LOANS

(in ₹)

| PARTICULARS | As at | |
|--|----------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Unsecured, considered good | | |
| Loans | | |
| Loan to Related Party including interest thereon (Refer Note No. 36) | - | - |
| Loans to Employees | - | 17,004,855 |
| Total | - | 17,004,855 |

11. OTHER FINANCIAL ASSETS

(in ₹)

| PARTICULARS | As at | |
|--------------------------|--------------------|--------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Unbilled Revenue | 409,073,607 | 329,528,704 |
| Interest Accrued and due | 1,135,286 | 1,846,537 |
| Facility Deposits | 18,541,626 | 18,541,626 |
| Total | 428,750,519 | 349,916,867 |

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

12. CURRENT TAX ASSETS (NET)

(in ₹)

| PARTICULARS | As at | |
|--|------------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Advance Income Tax (Net of Provision ₹136,585,657 (As at 31st March, 2018: ₹ 63,408,279) | 4,995,781 | 10,139,907 |
| Total | 4,995,781 | 10,139,907 |

13. OTHER CURRENT ASSETS

(in ₹)

| PARTICULARS | As at | |
|----------------------------------|--------------------|--------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Prepaid Expenses | 6,136,457 | 3,633,737 |
| Balance with Revenue Authorities | 7,580,216 | 31,791,607 |
| Other Advances | 259,314,052 | 39,208,882 |
| Receivable from related party | - | 34,000,000 |
| Total | 273,030,725 | 108,634,226 |

14. EQUITY SHARE CAPITAL

(in ₹)

| PARTICULARS | As at | |
|--|--------------------|--------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| AUTHORIZED | | |
| Equity Shares of ₹ 5/- each, 51,000,000 Equity Shares (Previous Year: 51,000,000 Equity Shares of ₹ 5/- each) | 255,000,000 | 255,000,000 |
| ISSUED, SUBSCRIBED & PAID-UP | | |
| Equity Shares of ₹ 5/- each, 31,112,312 Equity Shares fully paid up (Previous Year: 30,949,512 Equity Shares of ₹ 5/- each, fully paid up) | 155,561,560 | 154,747,560 |
| Total | 155,561,560 | 154,747,560 |

Reconciliation of number of equity share outstanding as at the beginning and at the end of reporting period

| Particulars | March 31, 2019 | | March 31, 2018 | |
|---|----------------|-------------|----------------|-------------|
| | Number | ₹ | Number | ₹ |
| Shares outstanding at the beginning of the year | 30,949,512 | 154,747,560 | 30,608,212 | 153,041,060 |
| Add: Shares issued during the year | 162,800 | 814,000 | 341,300 | 1,706,500 |
| Shares outstanding at the end of the year | 31,112,312 | 155,561,560 | 30,949,512 | 154,747,560 |

The Company has only one class of shares referred to as equity shares having a par value of ₹5. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to their shareholding.

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Compensation Committee of the Board of Directors has granted two options to the eligible employees. First 1,000,000 options granted in October 2015, in terms of Company's ESOP Scheme- 2010 and Second 1,000,000 options granted during the financial year 2017-18, in terms of Company's ESOP Scheme-2017. One stock option granted represents one equity share of ₹ 5/- each.

During the year, the company has issued and allotted 341,300 Equity Shares of ₹5 each, pursuant to exercise of stock options by eligible employees and the said shares rank pari-passu in all respect including dividend entitlement.

During the period of five financial years immediately preceding the Balance Sheet date, the company has not:

- (i) allotted any equity shares pursuant to any contract without payment being received in cash; and
- (ii) bought back any equity shares.

The details of shareholders holding more than 5% shares as at March 31, 2019 and March 31, 2018 are set out below:

| Class of Shares / Name of the Shareholder | As at | | As at | |
|---|----------------|--------|----------------|--------|
| | MARCH 31, 2019 | | MARCH 31, 2018 | |
| | No. of shares | % held | No. of shares | % held |
| Equity shares - | | | | |
| Saroja Siraj Malik | 4,750,833 | 15.27 | 4,750,833 | 15.35 |
| Kilam Holdings Ltd | 6,387,788 | 20.53 | 6,387,788 | 20.64 |
| Mrs. Sunita Hemrajani | 2,980,426 | 9.58 | 2,987,426 | 9.65 |
| Kadam Holding Ltd | 3,330,700 | 10.71 | 3,330,700 | 10.76 |

Rights, Preferences and Restrictions

The Authorised Share Capital of the Company consists of Equity Shares having nominal value of ₹ 5/- each. The rights and privileges to equity shareholders are general in nature and allowed under Companies Act, 2013.

The equity shareholders shall have:

- (1) a right to vote in shareholders' meeting. On a show of hands, every member present in person shall have one vote and on a poll, the voting rights shall be in proportion to his share of the paid up capital of the Company;
- (2) a right to receive dividend in proportion to the amount of capital paid up on the shares held.

The shareholders are not entitled to exercise any voting right either in person or through proxy at any meeting of the Company if calls or other sums payable have not been paid on due date.

In the event of winding up of the Company, the distribution of available assets/losses to the equity shareholders shall be in proportion to the paid up capital.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

15. OTHER EQUITY

| PARTICULARS | (in ₹) | |
|---|----------------------|----------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| CAPITAL RESERVE | 173,505,500 | 173,505,500 |
| Share Application Money | 62,400 | - |
| SECURITIES PREMIUM RESERVE | 507,599,301 | 496,130,041 |
| GENERAL RESERVE | 234,585,000 | 234,585,000 |
| Employee Stock Options Outstanding [*Refer Note No. 32] | | |
| Balance at the beginning of the period | 181,470,321 | 35,717,735 |
| Add: Stock Options Granted During the year | | 164,266,667 |
| Less: Stock Options Lapsed during the year | 85,553,917 | 1,636,795 |
| Less: Stock Options Exercised during the year and transferred to Securities Premium Account | 8,050,460 | 16,877,286 |
| Balance at the end of the period (A) | 87,865,944 | 181,470,321 |
| Deferred Employee Compensation to be amortized (B) | 36,726,284 | 144,122,704 |
| Balance at the end of the period (A-B) | 51,139,660 | 37,347,617 |
| Foreign Exchange Fluctuation Reserve | (301,416,013) | (404,898,055) |
| SURPLUS IN STATEMENT OF PROFIT & LOSS | | |
| Opening Balance | 1,556,806,548 | 1,290,328,612 |
| Adjustment on account of change of holding | | - |
| Add: Net profit after tax transferred from Statement of Profit and Loss | 56,222,463 | 273,453,961 |
| | 1,613,029,010 | 1,563,782,573 |
| Consolidation Adjustment | (190,559,923) | (2,359,856) |
| Less: Appropriations: | | |
| Dividend Paid (including Dividend Distribution Tax paid) | 4,668,024 | 4,616,169 |
| Closing Balance | 1,417,801,064 | 1,556,806,548 |
| Total | 2,083,276,912 | 2,093,476,651 |

16. BORROWINGS

| PARTICULARS | (in ₹) | |
|---|-------------------|----------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Secured | | |
| Vehicle Loan | | |
| From Banks | 3,850,883 | - |
| From Others | 1,349,073 | 2,163,126 |
| Long term maturities of finance lease obligations | 5,845,874 | 13,081,363 |
| Others | - | - |
| Total | 11,045,830 | 15,244,489 |

- a) Vehicle Loan from bank includes loan taken during the year, outstanding amount of ₹ 5,994,503/- as on March 31, 2019 (Previous Year: ₹ Nil). The loan carries an interest rate of 9.78% per annum and is repayable over a period of 3 years starting from November 2018 with last installment payable on October 2021. The said loan is fully secured by hypothecation of assets acquired by utilizing the said loans.

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

b) Vehicle Loan taken from other includes:

- i) Existing loan having outstanding amount of ₹ 1,627,970 as on March 31, 2019 (Previous Year: ₹2,247,395). The loan carries an interest rate of 9.49% p.a. and is repayable over a period of 5 years starting from July 2016 with last installment payable on June 2021. The said loan is fully secured by hypothecation of assets acquired by utilizing the said loan.
- ii) Existing loan having outstanding amount of ₹535,156 as on March 31, 2019 (Previous Year: ₹657,436). The loan carries an interest rate of 8.6% p.a. and is repayable over a period of 5 years starting from October 2017 with last installment payable on October 2022. The said loan is fully secured by hypothecation of assets acquired by utilizing the said loan.

c) Long term maturities of finance lease obligation is towards acquisition of assets. The outstanding amount of such lease as on March 31, 2019 is ₹ 1,208,932 (Previous Year: ₹ 3,194,466). The lease carries interest rate of 13.09% p.a. and is repayable over a period of 3 years starting from September 2016, March and May 2017 with last installment payable in June, December 2019 and Feb 2020 respectively. The said lease is fully secured by hypothecation of assets acquired by utilizing the said finance lease.

d) Long term maturities of finance lease obligation is towards acquisition of assets. The outstanding amount of such lease as on March 31, 2019 is ₹ 15,186,941 (Previous Year: ₹1,048,915). The lease carries interest rate of 13.86% p.a. and is repayable over a period of 2 years starting from December 2017 with last installment payable in December 2019. The said lease is fully secured by hypothecation of assets acquired by utilizing the said finance lease.

Current maturities of the above loans up to 31.03.2020 have been grouped under Note No 20 - "Other Current Financial liabilities"

17. PROVISIONS

| PARTICULARS | (in ₹) | |
|---------------------------------|-------------------|-------------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Provision for Employee Benefits | | |
| Compensated absences | 26,720,856 | 21,398,329 |
| Gratuity | 25,702,064 | 22,163,214 |
| Total | 52,422,920 | 43,561,543 |

18. BORROWINGS

| PARTICULARS | (in ₹) | |
|--------------------------------|--------------------|--------------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Secured | | |
| From Banks for working capital | 99,781,688 | 79,877,286 |
| Unsecured | | |
| From Bank Overdraft | - | 65,284,900 |
| From Others* | 89,107,228 | 10,388,987 |
| Total | 188,888,916 | 155,551,172 |

a) The Company has Post Shipment Line of Credit and Cash Credit facilities from bank. As on the balance sheet date, outstanding amount is ₹ 99,781,688 (Previous Year: ₹ 79,877,286).

Post Shipment Line of Credit facility and Cash Credit is secured by hypothecation of entire current assets of the company, present & future, export bills and further secured by:

- Hypothecation charge over all movables assets, equipments and fixtures of the company located at the Company's offices at Bangalore and Mumbai.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

- Lien on Term Deposit Receipt of ₹ 14,501,455 (Previous year: ₹ 12,294,769).
 - Personal guarantees of Managing Director, Executive Director and Whole-time Director of the Company.
 - Pledge of Promoters' shares having a market value of ₹ 78,093,670/- (Previous year: ₹ 202,721,263/-) as on March 31, 2019.
 - Equitable mortgage of Company owned office situated at Mumbai.
- b) Outstanding amount of interest free Unsecured borrowing from Director and Key Managerial Person of the company is ₹ 87,600,000 as in 31st March, 2019 (Previous Year: ₹ Nil).
- c) Outstanding amount of Unsecured Overdraft from Bank is ₹ Nil as in 31st March, 2019 (previous year: ₹ 65,284,900).

19. TRADE PAYABLES

| PARTICULARS | (in ₹) | |
|---|--------------------|-------------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Trade Payables- Micro enterprises and Small enterprises | 127,240 | - |
| Trade Payables- Others | 152,416,006 | 95,608,530 |
| Total | 152,543,246 | 95,608,530 |

Amount due to Micro, Small and Medium Enterprises :

- (a) Trade payable includes (i) ₹ 127,240 (Previous year: ₹ Nil) due to micro and small enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME); and (ii) ₹ 152,416,006 (Previous year: ₹ 95,608,530) due to other parties.
- (b) No interest is paid/payable during the year to any enterprise registered under the MSME. Other details are as under:

| PARTICULARS | (in ₹) | |
|--|----------------|----------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| (i) Principal amount remaining unpaid to any supplier as at the end of the accounting year | 127,240 | - |
| (ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year | - | - |
| (iii) The amount of principal paid beyond the appointed day | 438,200 | - |
| (iv) The amount of interest due and payable for the year | - | - |
| (v) The amount of interest accrued and remaining unpaid | - | - |
| (vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid | - | - |

The above information has been determined to the extent such parties could be identified on the basis of the information available with the company regarding the status of suppliers under the MSME.

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

20. OTHER CURRENT FINANCIAL LIABILITIES

| PARTICULARS | (in ₹) | |
|--|--------------------|--------------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Current maturities of Long term debts (Refer Note- 16) | 2,957,672 | 6,064,451 |
| Current maturities of finance lease obligations (Refer Note- 16) | 54,986,376 | 61,062,548 |
| Other Liabilities | | |
| Unclaimed Dividend | 155,102 | 212,562 |
| Other payables | 104,660,263 | 79,734,275 |
| Total | 162,759,413 | 147,073,835 |

a) Current maturities of Long term debt includes vehicle loan taken from bank:

- i) Loan having outstanding amount of ₹ Nil/- as on March 31, 2019 (Previous Year: ₹ 4,121,911). The loan carries an interest rate of 10% per annum and is repayable over a period of 3 years starting from December 2015 with last installment payable on November 2018. The said loan is fully secured by hypothecation of assets acquired by utilizing the said loans.
- ii) Outstanding amount of loan taken during the year is ₹ 2,143,620/- as on March 31, 2019 (Previous Year: ₹ Nil). The loan carries an interest rate of 9.78% per annum and is repayable over a period of 3 years starting from November 2018 with last installment payable on October 2021. The said loan is fully secured by hypothecation of assets acquired by utilizing the said loans.

b) Vehicle Loan taken from other includes:

Existing loan having outstanding amount of ₹ Nil as on March 31, 2019 (Previous Year: ₹ 1,200,835/-). The loan carries an interest rate of 11.75% p.a. and is repayable over a period of 7 years starting from March 2012 with last installment payable on February 2019. The said loan is fully secured by hypothecation of assets acquired by utilizing the said loan.

c) Current maturities of finance lease obligation includes, finance taken from others for acquisition of assets. Total outstanding amount of such finance lease as on March 31, 2019 is ₹ 44,436,377 (Previous Year: ₹ 69,900,530). The lease carries an interest rate of 12% per annum and is repayable over a period of 2 year starting from July 2017 with last installment payable on June 2019. The said lease is fully secured by hypothecation of assets acquired by utilizing the said finance lease.

21. OTHER CURRENT LIABILITIES

| PARTICULARS | (in ₹) | |
|---------------------------------|-------------------|-------------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Other payables | 50,616,903 | 80,481,474 |
| Advance received from customers | 3,986,684 | 13,177,291 |
| Total | 54,603,587 | 93,658,765 |

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

22. PROVISIONS

(in ₹)

| PARTICULARS | As at | |
|---------------------------------|-------------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Provision for Employee Benefits | | |
| Compensated absences | 12,249,427 | 12,522,852 |
| Gratuity | 16,931,627 | 17,100,076 |
| Others | 1,305,554 | 3,519,750 |
| Total | 30,486,608 | 33,142,678 |

23. CURRENT TAX LIABILITIES (NET)

(in ₹)

| PARTICULARS | As at | |
|---|-------------------|-------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Provision for Income Tax (net of Advance tax ₹ 6,850,072 (As at 31st March 2018: ₹ 11,680,796)) | 25,513,928 | 70,449,242 |
| Total | 25,513,928 | 70,449,242 |

24. REVENUE FROM OPERATIONS

(in ₹)

| PARTICULARS | 2018-19 | 2017-18 |
|---|----------------------|----------------------|
| Revenue from GIS Services | 1,147,309,448 | 1,137,673,553 |
| Total | 1,147,309,448 | 1,137,673,553 |
| Disaggregated Revenue information by nature of services | | |
| LiDAR | 488,440,772 | 455,222,817 |
| Non-LiDAR | 658,868,676 | 682,450,736 |
| Total | 1,147,309,448 | 1,137,673,553 |

Refer note no. 35 for disaggregates revenue from GIS services by geography.

Movements in unbilled revenue

(in ₹)

| PARTICULARS | As at | |
|--|--------------------|--------------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Balance at the beginning of the year * | 329,528,704 | 259,034,296 |
| Revenue recognised during the year | 389,408,617 | 279,467,153 |
| Invoices raised during the year | 309,863,714 | 208,972,745 |
| Balance at the end of the year * | 409,073,607 | 329,528,704 |

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

25. OTHER INCOME

| | (in ₹) | |
|----------------------|-------------------|-------------------|
| PARTICULARS | 2018-19 | 2017-18 |
| Interest income | 6,727,067 | 6,934,151 |
| Exchange Gain (Net) | 16,135,948 | 5,016,715 |
| Miscellaneous Income | 6,581,979 | 27,610,765 |
| Total | 29,444,994 | 39,561,631 |

26. PROJECT EXPENSES

| | (in ₹) | |
|---|--------------------|--------------------|
| PARTICULARS | 2018-19 | 2017-18 |
| Consultancy Charges | (48,000) | 8,320,481 |
| Outsourcing Expenses | 29,286,162 | 54,633,713 |
| Maintenance and Hire charges - Software and Computers | 22,700,444 | 14,771,111 |
| Purchase of Imageries | 3,000 | 986,640 |
| Data Collection Expenses | 17,189,054 | 5,470,492 |
| Other Project Expenses | 94,742,688 | 53,691,831 |
| Data Management Expenses | 1,798,352 | 2,660,778 |
| Total | 165,671,700 | 140,535,046 |

27. EMPLOYEE BENEFIT EXPENSES

| | (in ₹) | |
|--|--------------------|--------------------|
| PARTICULARS | 2018-19 | 2017-18 |
| Salaries, Allowances and Bonus | 570,229,227 | 418,978,943 |
| Staff Welfare | 7,459,331 | 5,289,264 |
| Contribution to Provident Fund and Other Funds | 30,648,133 | 20,304,750 |
| Employee Compensation Expenses | 21,842,503 | 39,854,769 |
| Total | 630,179,194 | 484,427,725 |

28. FINANCE COSTS

| | (in ₹) | |
|--------------------|-------------------|-------------------|
| PARTICULARS | 2018-19 | 2017-18 |
| Interest Expenses- | | |
| On Borrowings | 18,684,298 | 14,662,630 |
| Others | 7,018,962 | 7,011,345 |
| Total | 25,703,260 | 21,673,975 |

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

29. OTHER EXPENSES

| PARTICULARS | (in ₹) | |
|---------------------------------|--------------------|--------------------|
| | 2018-19 | 2017-18 |
| Bank Charges | 2,020,144 | 2,720,459 |
| Conveyance and Traveling | 18,537,172 | 5,208,601 |
| Legal and Professional Fees | 19,318,050 | 37,340,947 |
| Communication Expenses | 5,524,749 | 5,366,892 |
| Electricity and Water Charges | 18,342,670 | 14,194,772 |
| Repairs & Maintenance to Others | 2,466,434 | 4,713,482 |
| Bad Debts | 3,248,562 | 19,816,102 |
| Miscellaneous Expenses | 76,655,152 | 49,936,719 |
| Rent | 15,821,410 | 12,375,640 |
| Remuneration to Auditors | | |
| - Statutory Audit | 1,385,021 | 1,417,784 |
| - Other Services | 450,000 | 350,000 |
| Total | 163,769,363 | 153,441,398 |

30. TAX EXPENSES

| PARTICULARS | (in ₹) | |
|--|-------------------|-------------------|
| | Year Ended | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| (A) Amount recognised in Statement of Profit and Loss: | | |
| (i) Current Tax Expense | | |
| - Current Year | 32,364,000 | 82,141,800 |
| - Tax Adjustment for earlier years | 2,140,352 | 1,878,139 |
| Subtotal (i) | 34,504,352 | 84,019,939 |
| (ii) Deferred Tax | | |
| - Relating to origination and reversal of temporary Differences (ii) | 6,521,718 | (19,027,757) |
| Total (i+ii) | 41,026,070 | 64,992,182 |

| PARTICULARS | (in ₹) | |
|---|--------------------|----------------|
| | Year ended | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| (B) Amount recognised in Other Comprehensive Income: | | |
| Deferred Tax | | |
| - Re measurement of net defined benefit plans | (1,036,909) | 607,061 |
| Total | (1,036,909) | 607,061 |

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(in ₹)

| PARTICULARS | Year ended | |
|--|--------------------|----------------|
| | MARCH 31, 2019 | MARCH 31, 2018 |
| (C) Reconciliation of effective tax rate: | | |
| Profit Before Tax | 152,513,685 | 386,625,693 |
| Applicable Tax Rate | 29.12 | 29.12 |
| Computed Tax Expenses | 44,411,985 | 112,585,402 |
| Effect of Expense not deductible | 30,823,349 | 16,298,609 |
| Effect of Expense deductible | (37,414,965) | (37,067,759) |
| Effect of Income Exempt/ Not Taxable | (11,484,208) | (26,067,723) |
| Tax Effect of Deduction under chapter VI | (9,452,556) | - |
| Tax Effect of carry forward of losses of earlier years | - | (16,349,136) |
| MAT Credit Availed | 10,526,000 | 25,299,180 |
| Entities with no Tax | 579 | - |
| Add: Tax Adjustment for earlier years | 2,140,352 | 1,878,139 |
| Current Tax Expenses as per Statement of Profit and Loss | 29,550,535 | 76,576,712 |
| Effective Tax Rate | 19.38 | 19.81 |

(d) Movement in Deferred Tax balances :

(in ₹)

| Particulars | Balance as at | Recognised in | Balance as at | |
|--|--------------------|--------------------|--------------------|--------------------|
| | 1/4/2018 | Profit and Loss | OCI | 31/03/2019 |
| Property, plant and equipment and intangible assets | 28,329,412 | 5,688,807 | | 34,018,218 |
| Provision for compensated absences, gratuity and other employee benefits | 16,828,589 | 2,215,013 | | 19,043,602 |
| Provision for Expected Credit Loss | 1,023,176 | 638,839 | | 1,662,015 |
| Preliminary Expenses | 12,854 | (6,428) | | 6,426 |
| Tax Losses | 11,546,146 | (11,546,146) | | - |
| Tax on re measurement of net defined benefit plans | | - | | - |
| Subtotal (A) | 57,740,177 | (3,009,916) | | 54,730,261 |
| Tax on re measurement of net defined benefit plans through OCI | | | (1,036,909) | (1,036,909) |
| *MAT Credit Recognised / utilised against current tax | 187,754,160 | (3,511,802) | | 184,242,358 |
| Subtotal (B) | 187,754,160 | (3,511,802) | (1,036,909) | 183,205,449 |
| Deferred Tax Assets / (Liabilities) (Net) (A+B) | 245,494,337 | (6,521,718) | (1,036,909) | 237,935,710 |

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

| Particulars | Balance as at | Recognised in | Balance as at |
|--|--------------------|--------------------|--------------------|
| | 1/4/2017 | Profit and Loss | 31/03/2018 |
| Property, plant and equipment and intangible assets | 28,052,831 | 276,581 | 28,329,412 |
| Provision for compensated absences, gratuity and other employee benefits | 17,879,152 | (1,050,562) | 16,828,589 |
| Provision for Expected Credit Loss | - | 1,023,176 | 1,023,176 |
| Preliminary Expenses | 24,519 | (11,665) | 12,854 |
| Tax Losses | 13,175,145 | (1,628,999) | 11,546,146 |
| Tax on re measurement of net defined benefit plans | | (607,061) | (607,061) |
| Subtotal (A) | 59,131,647 | (1,998,530) | 57,133,116 |
| Tax on re measurement of net defined benefit plans through OCI | | 607,061 | 607,061 |
| *MAT Credit Recognised / utilised against current tax | 164,849,734 | 22,904,426 | 187,754,160 |
| Subtotal (B) | 164,849,734 | 23,511,487 | 188,361,221 |
| Deferred Tax Assets / (Liabilities) (Net) (A+B) | 223,981,381 | 21,512,957 | 245,494,337 |

31. LEASES

(A) Obligations on non-cancellable Operating Leases

The lease rentals charged during the period and the maximum obligation on non cancellable operating leases payable as per the rentals stated in the respective agreements are as follows:

| PARTICULARS | (in ₹) | |
|--|-------------------|-------------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Lease rentals expensed off during the year | 33,511,379 | 14,339,543 |
| Total | 33,511,379 | 14,339,543 |

Lease obligations payable

| PARTICULARS | (in ₹) | |
|---|--------------------|-------------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Within one year of the balance sheet date | 33,781,895 | 5,160,000 |
| Later than one year and not later than five years | 95,519,974 | 6,862,800 |
| Later than five years | - | - |
| Total | 129,301,868 | 12,022,800 |

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(B) Finance Lease obligations payable

| PARTICULARS | (in ₹) | |
|---|-------------------|-------------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| Within one year of the balance sheet date | 54,986,376 | 61,062,548 |
| Later than one year and not later than five years | 5,845,874 | 13,081,363 |
| Later than five years | | - |
| Total | 60,832,250 | 74,143,911 |

32. Employee Stock Option

Compensation Committee of the Board of Directors has granted two Options to eligible employees of the company. First 1,000,000 Options under 'GENESYS ESOP SCHEME-2010' ("the scheme") in October 2015 and Second 1,000,000 Option under 'GENESYS ESOP SCHEME-2017' ("the scheme") in December 2017 at the exercise prices, subject to requirements of vesting conditions. Both the options vest in equal tranches over a period of 3 years from the date of grant. Upon vesting, the employees can acquire one equity shares of ₹ 5 each for every option and secure allotment of company's shares at a price determined at the time of grant of options. The maximum contractual term for both the stock option plans are 5 years.

The stock compensation cost of 'GENESYS ESOP SCHEME-2010' ("the scheme") is computed under the intrinsic value method in compliance with IGAAP and amortized on straight line basis over the total vesting period of 3 years. Intrinsic value is the amount by which the quoted market price of the underlying share as on the date of grant exceeds the exercise price of the option. The intrinsic value on the date of grant approximates the fair value. For the year ended March 31, 2018.

The new stock compensation cost of 'GENESYS ESOP SCHEME-2017' ("the scheme") is computed under the Fair Value method in compliance with IND AS 102. The Fair Value of the Options has been calculated using Black and Scholes Option Pricing model taking into account the terms and conditions the scheme. As all Options are equity settled Fair value on the grant date of each vesting period is relevant and re measurement on each reporting date is not required. The amortisation of options are made on Graded Vesting basis over the total vesting period of 3 years. Significant assumptions to estimate the Fair Value and other relevant details of the option are as follows:

| PARTICULARS | 2018-19 | |
|---|-------------------|--------|
| Risk Free Interest Rate | 6.3% to 6.6 % p.a | |
| Expected Life of Option | 2 to 4 Years | |
| Volatility of Expected Return | 50% p.a. | |
| Expected Dividend Yield | 0.05% | |
| Fair Value per share on Grant Date | ₹ 318.85 | |
| Weighted Average Exercise Price | ₹ 150 | |
| Attrition Rate over three years | 20% | |
| Fair Value of Option on grant date on various vesting dates | 15-Dec-18 | 193.32 |
| | 15-Dec-19 | 206.02 |
| | 15-Dec-20 | 217.35 |

During the current year, the Company has recorded stock compensation expense of ₹ 21,842,503 (Previous Year: ₹ 39,854,769).

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

The activities in the stock option plan is summarized below:

| PARTICULARS | (in ₹) | | | |
|---|---------------------------------|-----------|---------------------------------|-----------|
| | As at | | As at | |
| | MARCH 31, 2019 | | MARCH 31, 2018 | |
| | Weighted average exercise price | Number | Weighted average exercise price | Number |
| 'GENESYS ESOP SCHEME-2010' | | | | |
| Outstanding at the beginning of the period | 26 | 347,900 | 26 | 722,300 |
| Granted during the period | - | - | - | - |
| Forfeited / lapsed during the period | 26 | 5,000 | 26 | 33,100 |
| Exercised during the period | 26 | 162,800 | 26 | 341,300 |
| Outstanding at the end of the period | 26 | 180,100 | 26 | 347,900 |
| Options vested during the period | 26 | 254,800 | 26 | 268,400 |
| Vested options pending to be exercised at the end of the year | 26 | 180,100 | 26 | 93,100 |
| 'GENESYS ESOP SCHEME-2017' | | | | |
| Outstanding at the beginning of the period | 150 | 1,000,000 | - | - |
| Granted during the period | - | - | 150 | 1,000,000 |
| Forfeited / lapsed during the period | 150 | 533,333 | - | - |
| Exercised during the period | - | - | - | - |
| Outstanding at the end of the period | 150 | 466,667 | 150 | 1,000,000 |
| Options vested during the period | - | - | - | - |
| Vested options pending to be exercised at the end of the year | - | - | - | - |

CORPORATE SOCIAL RESPONSIBILITY

| PARTICULARS | (in ₹) | |
|---|----------------|----------------|
| | As at | |
| | MARCH 31, 2019 | MARCH 31, 2018 |
| a) Gross amount required to be spent by the company during the year | 4,253,738 | 2,082,066 |
| b) Amount spent during the year on: | | |
| i) Construction/ acquisition of any asset | | |
| ii) On purposes other than (i) above | 1,500,000 | - |

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

33. Commitments:

(i). Contingent Liabilities

| Particulars | AS AT | |
|--|-------------------|------------|
| | 31-Mar-19 | 31-Mar-18 |
| | ₹ | ₹ |
| Contingent Liabilities | | |
| Bank Guarantees* | 22,753,486 | 13,083,272 |
| Estimated amount of claims against the Company not acknowledged as debts in respect of: | | |
| Income tax matters disputed by the company | 340,580 | 340,580 |
| Service tax matters disputed by the company | 9,264,249 | 13,885,824 |
| Sales tax matters disputed by the company | 316,206 | 316,206 |

*Bank Guarantees are secured by Fixed Deposits worth ₹ 6,457,598/- (Previous year: ₹ 4,286,740/-).

(ii). Capital Commitment:

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of Advances and taxes) ₹35,249,880/- (Previous Year: ₹ 26,000,000)

34. Employee Benefits:

The disclosure in accordance with the requirements of Indian Accounting Standard -19 Employee Benefits are provided below -

Defined Contribution Plans –

In respect of defined contribution plans, an amount of ₹ 20,598,808/- (Previous Year: ₹ 14,552,097/-) has been recognized in the Statement of Profit and Loss for the year towards employer share of Provident Fund Contribution.

Defined Benefit Plans –

- (i) The liability in respect of gratuity 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 statement of profit & loss for the period in which they occur.

- (ii) Principal actuarial assumptions :

| Particulars | FY 2018-19 | FY 2017-18 |
|---------------------|------------|------------|
| | Gratuity | Gratuity |
| Discount Rate | 7.00% p.a | 7.55% p.a |
| Salary Escalation - | | |
| 1st year | 5% p.a | 10% p.a |
| 2nd year | 5% p.a | 5% p.a |
| 3rd year | 5% p.a | 5% p.a |
| Thereafter | 5% p.a | 5% p.a |

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2019

(iii) Reconciliation of Benefit Obligation :

| Particulars | FY 2018-19 | FY 2017-18 |
|--|---------------|---------------|
| | Gratuity ₹ | Gratuity ₹ |
| Liability at the beginning of the year | 39,263,290 | 32,882,836 |
| Interest Cost | 2,962,274 | 1,985,027 |
| Current Service Cost | 4,693,377 | 3,534,074 |
| Benefit Paid | (724,437) | (1,223,336) |
| Actuarial (Gain)/ Loss on Obligations | (3,560,813) | 2,084,689 |
| Amount recognized and disclosed under the head "Provision for Employee Benefits" | 42,633,691 | 39,263,290 |

(iv) Expenses recognized in the statement of profit & loss under the head Employee Benefit Expenses :

| Particulars | FY 2018-19 | FY 2017-18 |
|---|---------------|---------------|
| | Gratuity ₹ | Gratuity ₹ |
| Current Service Cost | 4,693,377 | 3,534,074 |
| Interest Cost | 2,962,274 | 1,985,027 |
| Net Actuarial (Gain)/ Loss recognized | - | - |
| Expenses recognized in statement of profit and loss | 7,655,651 | 5,519,101 |

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

| Particulars | FY 2018-19 | FY 2017-18 |
|--|---------------|---------------|
| | Gratuity ₹ | Gratuity ₹ |
| Liability at the end of the year | 42,633,691 | 39,263,290 |
| Fair Value of Plan assets at the end of the year | - | - |
| Difference | 42,633,691 | 39,263,290 |
| Amount shown in Balance Sheet | 42,633,691 | 39,263,290 |

35. As per "IND AS – 108 on Segment reporting", segment information is given below:

- The Company operates only in one Primary Segment i.e. GIS based services for the purpose of IND AS – 108 Segmental reporting, hence disclosure as per IND AS 108 'Operating Segment' is not required.
- The disclosure requirement for Secondary Segment as per IND AS – 108 Segmental reporting is as under:

| Segment Revenue | FY 2018-19 | FY 2017-18 |
|--------------------------------------|----------------------|----------------------|
| | ₹ | ₹ |
| Export | 752,353,660 | 674,361,172 |
| Domestic | 394,955,788 | 463,312,381 |
| Total Revenue from Operations | 1,147,309,448 | 1,137,673,553 |

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

36 Related party transactions:

A. With whom transactions made during the year

- a. Subsidiary Enterprises
 - i. M/s A.N. Virtual World Tech Limited, Cyprus
- b. Step down Subsidiary Enterprises -
 - i. M/s Virtual World Spatial Technology Private Limited
- c. Associate Enterprises –
 - i. M/s GI Engineering Solutions Limited
- d. Key Management Personnel

| Name of Personnel | Designation |
|-------------------|------------------------------|
| Mr. Sajid Malik | Chairman & Managing Director |
| Mrs. Saroja Malik | Whole-time Director |
| Mr. Ratan Das | Chief Financial Officer |
| Col Jacob | President |
| Mr. Vineet Chopra | Company Secretary |

e. Non Executive Director

| Name of Personnel | Designation |
|----------------------------|----------------------|
| Mr. Ganapathy Vishwanathan | Independent Director |
| Mr. Ganesh Acharya | Independent Director |
| Mr. Hemant Majethia | Independent Director |

B. With whom no transactions made during the year

- a. Associate
 - i. M/s Genesys Enterprises Inc., USA
 - ii. M/s Riransa Geomatics Private Limited
- b. Entities over which Directors are able to exercise significant influence.
 - i. M/s Valueo Nutra Private Limited
 - ii. M/s Kilam Holdings Limited
 - iii. M/s Kadam Holding Limited
 - iv. M/s Ventura Guaranty Limited
- c. Key Management Personnel

| Name of Personnel | Designation |
|-------------------|--------------------|
| Mr. Sohel Malik | Executive Director |

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

Details of Transactions with related parties are as follows:

| Nature of Transactions | Subsidiary | Associated | Key |
|--|--|--------------|-------------------------|
| | / Step down Subsidiary Enterprises | Enterprises | Managerial Personnel |
| | ₹ | ₹ | ₹ |
| Other Expenses | - | - | - |
| | - | - | (2,076,455) |
| Remuneration to Key Managerial Personnel : | - | - | 23,590,643 |
| | - | - | (48,828,206) |
| Director's Sitting Fees | - | - | 83,500 |
| | - | - | (92,000) |
| Director's Commission | - | - | 1,100,000 |
| | - | - | (1,800,000) |
| Advances given | - | - | - |
| | - | - | - |
| Loan Received | - | - | 181,752,500 |
| | - | - | (169,257,230) |
| Loan Repaid | - | - | 103,539,191 |
| | - | - | (233,642,374) |
| Investment in Associate Enterprises | - | - | - |
| | - | (405,584) | - |
| Sale / Conversion of Investment in Associate Enterprise | - | - | - |
| | - | (70,000,000) | (72,200,000.00) |
| Closing Balance | | | |
| Amount Recoverable | - | - | - |
| | - | (34,000,000) | - |
| Amount Payable | - | - | 107,115,758 |
| | - | - | (1,002,296) |

Note:

- Figures in bracket are for the previous year.
- There are no transactions with relative of Key Managerial Persons during the current and previous year
- Remuneration to key managerial person does not include provision for gratuity and leave encashment which is determined for the Company as a whole

37. Earnings per share: Reconciliation of basic and diluted shares used in computing earnings per share:

| Particulars | 31-Mar-19 | 31-Mar-18 |
|---|---------------|---------------|
| Number of Equity Shares of ₹ 5/- each | 31,112,312 | 30,949,512 |
| Number of Equity Shares after potential dilution | 31,112,312 | 30,949,512 |
| Weighted average number of Equity Shares outstanding during the year for computation of basic EPS | 31,002,901 | 30,723,076 |
| Diluted impact of employees stock options | 646,767 | 1,347,900 |
| Weighted average number of Equity Shares outstanding during the year for computation of diluted EPS | 31,649,667.77 | 32,070,976.38 |
| Net Profit after tax (₹) | 53,698,558 | 274,980,893 |
| Basic EPS (₹) | 1.73 | 8.95 |
| Diluted EPS (₹) | 1.70 | 8.57 |
| Nominal Value of shares (₹) | 5/- | 5/- |

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

38 Earnings in Foreign Exchange: (On Accrual Basis)

| Particulars | FY 2018-19 | FY 2017-18 |
|-------------------------|-------------|-------------|
| | ₹ | ₹ |
| Revenue from Operations | 752,353,660 | 674,361,172 |

39. Expenditure Incurred in Foreign Currency: (On Accrual Basis)

| Particulars | FY 2018-19 | FY 2017-18 |
|-----------------------|------------|------------|
| | ₹ | ₹ |
| a) Salary | - | - |
| b) Traveling Expenses | 3,069,540 | 1,066,705 |
| c) Other Expenses | 35,848,702 | 15,417,754 |

40. Value of Imports (CIF basis):

| Particulars | FY 2018-19 | FY 2017-18 |
|---------------|------------|------------|
| | ₹ | ₹ |
| Capital Goods | 2,887,459 | 347,912 |

41. Dividend remitted in Foreign Currency:

The particulars of dividend paid to non-resident shareholders are as under:

| Particulars | FY 2018-19 | FY 2017-18 |
|-------------------------------------|------------|------------|
| Number of shareholders | 2 | 2 |
| Number of shares held of ₹ 5/- each | 9,718,488 | 9,718,488 |
| Year to which dividend relates | FY 2017-18 | FY 2016-17 |
| Amount remitted (₹) | 1,214,811 | 1,214,811 |

42. Exchange Differences

During the year, realized and unrealized exchange gain (net) amounting to ₹ 16,430,829/- (Previous Year: exchange loss of ₹ 5,016,715/-) is included in the financial statements. There are no forward exchange contracts/options outstanding as on 31st March, 2019.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

43. Financial Instruments

A. The carrying value and fair value of financial instruments:

| Particulars | As at March 31, 2019 | | As at March 31, 2018 | |
|--|----------------------|----------------------|----------------------|----------------------|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Financial Assets | | | | |
| At Amortised Cost | | | | |
| Investments (Refer Note 4) | 52,854,880 | 52,854,880 | 48,217,157 | 48,217,157 |
| Other Financial Assets - Non Current (Refer Note 5) | 13,139,722 | 13,139,722 | 12,900,468 | 12,900,468 |
| Trade Receivables (Refer Note 8) | 585,270,054 | 585,270,054 | 417,619,045 | 417,619,045 |
| Cash & Cash equivalents (Refer Note 9) | 42,349,551 | 42,349,551 | 379,030,166 | 379,030,166 |
| Loans (Refer Note 10) | - | - | 17,004,855 | 17,004,855 |
| Other Financial Assets- Current (Refer Note 11) | 428,750,519 | 428,750,519 | 349,916,867 | 349,916,867 |
| At Fair value through Profit and Loss Account | | | | |
| Investments (Refer Note 4) | - | 57,550,704 | - | 62,188,427 |
| Total | 1,122,364,726 | 1,179,915,430 | 1,224,688,557 | 1,286,876,984 |
| Financial Liabilities | | | | |
| At Amortised Cost | | | | |
| Borrowings - Non Current (Refer Note 16) | 11,045,830 | 11,045,830 | 15,244,489 | 15,244,489 |
| Borrowings - Current (Refer Note 18) | 188,888,916 | 188,888,916 | 155,551,173 | 155,551,173 |
| Trade Payables (Refer Note 19) | 152,543,246 | 152,543,246 | 95,608,530 | 95,608,530 |
| Other Financial Liabilities (Refer Note 20) | 162,759,413 | 162,759,413 | 147,073,835 | 147,073,835 |
| Total | 515,237,406 | 515,237,406 | 413,478,026 | 413,478,026 |

B. Fair value measurements recognised in the statement of financial position:

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

| Particulars | As at March 31, 2019 | | | | As at March 31, 2018 | | |
|--|----------------------|---------|---------------|---------|----------------------|---------|---------------|
| | Level 1 | | Level 2 | | Level 3 | | Level 3 |
| | Level 1 | Level 2 | Level 1 | Level 2 | Level 1 | Level 2 | Level 3 |
| At Amortised Cost | | | | | | | |
| Investments (Refer Note 4) | - | - | 52,854,880 | - | - | - | 48,217,157 |
| Other Financial Assets - Non Current (Refer Note 5) | - | - | 13,139,722 | - | - | - | 12,900,468 |
| Trade Receivables (Refer Note 8) | - | - | 585,270,054 | - | - | - | 417,619,045 |
| Cash & Cash equivalents (Refer Note 9) | - | - | 42,349,551 | - | - | - | 379,030,166 |
| Loans (Refer Note 10) | - | - | - | - | - | - | 17,004,855 |
| Other Financial Assets- Current (Refer Note 11) | - | - | 428,750,519 | - | - | - | 349,916,867 |
| Subtotal | - | - | 1,122,364,726 | - | - | - | 1,224,688,557 |
| At Fair value through Profit and Loss Account | | | | | | | |
| Investments (Refer Note 4) | - | - | 57,550,704 | - | - | - | 62,188,427 |
| Subtotal | - | - | 57,550,704 | - | - | - | 62,188,427 |
| Financial Liabilities | | | | | | | |
| At Amortised Cost | | | | | | | |
| Borrowings - Non Current (Refer Note 16) | - | - | 11,045,830 | - | - | - | 15,244,489 |
| Borrowings - Current (Refer Note 18) | - | - | 188,888,916 | - | - | - | 155,551,173 |
| Trade Payables (Refer Note 19) | - | - | 152,543,246 | - | - | - | 95,608,530 |
| Other Financial Liabilities (Refer Note 20) | - | - | 162,759,413 | - | - | - | 147,073,835 |
| Subtotal | - | - | 515,237,406 | - | - | - | 413,478,026 |

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values: Cash and cash equivalents, Trade receivables, Other current Financial assets, Trade payable and other current Financial liabilities approximate their carrying amounts largely due to the short-term maturities or nature of these instruments.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

C. Financial risk management objectives:

Financial risk Factor:

The Company's activities exposes it to a variety of financial risks : Market Risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers

1. Market Risk:

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

Foreign currency exchange rate risk:

The fluctuation in foreign currency exchange rates may have a potential impact on the standalone statement of profit and loss and equity. This arises from transactions entered into in foreign currency and assets/liabilities which are denominated in a currency other than the functional currency of the Company.

A majority of the Company's foreign currency transactions are denominated in US Dollars. Other foreign currency transactions entered into by the Company are in Sterling Pound (GBP), Euro, Saudi Riyal, Canadian Dollar, Australian Dollar UAE Dirhams and MUR. However, the size of these transactions is relatively small in comparison to the US dollar transactions. Thus, the foreign currency sensitivity analysis has only been performed in relation to the US Dollar (USD).

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Further, in accordance with its risk management policy, Company does not hedge its risks by using any derivative financial instruments.

Details of Foreign currency exposure are as follows:

As at 31st March, 2019

| Particulars | USD | EURO | GBP | AED | SAR | Kuwaiti Dinar | MUR |
|-------------------------------------|------------------|------------|----------------|----------------|----------------|---------------|--------------|
| Trade Receivable | 2,493,054 | (112) | | 833,074 | 132,544 | | |
| Cash & Cash Equivalents | 11,353 | 651 | 681 | | | | |
| Loans | | | | | | | |
| Other Financial Assets | 4,444,292 | | | | | | |
| Other Current Assets | 1,221 | | | 440 | 91,920 | 43 | 2,314 |
| Trade payables | (69,988) | | (2,490) | | | | |
| Other Current Financial Liabilities | (47,805) | | | | | | |
| Other Current Liabilities | | | | (10,048) | | | |
| Total | 6,832,128 | 539 | (1,809) | 823,466 | 224,464 | 43 | 2,314 |

GENESYS INTERNATIONAL CORPORATION LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

As at 31st March, 2018

| Particulars | USD | EURO | GBP | AED | SAR | Kuwaiti Dinar | MUR |
|-------------------------------------|---------------------|---------------|-----------------|-------------------|----------|---------------|----------|
| Trade Receivable | 1,970,385.40 | (112.00) | 7,247.50 | 146,835.00 | - | - | - |
| Cash & Cash Equivalents | 131,766.47 | 686.16 | 680.76 | - | - | - | - |
| Loans | 600.00 | - | - | - | - | 42.90 | - |
| Other Financial Assets | 4,986,689.35 | - | - | - | - | - | - |
| Other Current Assets | 108.10 | - | - | 440.00 | - | - | - |
| Trade payables | (68,970.00) | - | - | - | - | - | - |
| Other Current Financial Liabilities | (47,804.73) | - | - | - | - | - | - |
| Other Current Liabilities | (150,000.00) | - | - | (10,048.08) | - | - | - |
| Total | 6,822,774.59 | 574.16 | 7,928.26 | 137,226.92 | - | 42.90 | - |

Foreign Currency Risk Sensitivity

A change in 1% in Foreign Currency would have following Impact on Profit before tax assuming that all other variables, in Particulars interest rate remain constant & ignoring any impact of forecast Sales & Purchases.

| Particulars | 31st March 2019 | | 31st March 2018 | |
|--|------------------|--------------------|------------------|--------------------|
| | 1% Increase | 1% Decrease | 1% Increase | 1% Decrease |
| USD | 4,673,458 | (4,673,458) | 4,372,126 | (4,372,126) |
| EURO | (68,740) | 68,740 | 447 | (447) |
| GBP | (1,684) | 1,684 | 7,179 | (7,179) |
| AED | 150,247 | (150,247) | 23,386 | (23,386) |
| SAR | 40,157 | (40,157) | - | - |
| Kuwaiti Dinar | 97 | (97) | 90 | (90) |
| MUR | 44 | (44) | - | - |
| Increase / (Decrease) in Profit or Loss | 4,793,579 | (4,793,579) | 4,403,229 | (4,403,229) |

2. Credit Risk:

The credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to INR 585,270,054 and INR 417,619,045 as on March 31, 2019 and March 31, 2018 respectively and unbilled revenue amounting to INR 409,073,607 and INR 329,528,704 as on March 31, 2019 and March 31, 2018 respectively. Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned from different customers.

The detail percentage of revenues generated from top customers and top five customers are as follows:

| Particulars | As at | |
|---|-------------|-------------|
| | 31-Mar-19 | 31-Mar-18 |
| Revenues generated from top five customers (in ₹) | 982,145,679 | 750,436,835 |
| Revenues generated from top five customers (%) | 82.68% | 70.95% |

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2019

Credit Risk Exposures:

The Allowances for ECL on customer balances for the year ended March 31, 2019 was ₹7,919,680 and As on March 31, 2018 was ₹ 4,508,351.

| Particulars | As at | |
|------------------------------|------------------|-----------|
| | 31-Mar-19 | 31-Mar-18 |
| Balances at the beginning | - | - |
| Impairment losses as per ECL | 7,919,680 | 4,508,351 |
| Amounts Written off | - | - |
| Balance at the end | 7,919,680 | 4,508,351 |

Credit risk on cash and cash equivalent is limited as company invest in deposits with banks and financial institutions with high rating assigned by international and domestic credit rating agencies. Investments include The maximum related party credit exposure at March 31, 2019 on account of carrying amount which is disclosed in note 36 on related party transactions. Based on the creditworthiness of the related parties, financial strength of related parties and its parents and past history of recoveries from them, the credit risk is mitigated.

3. Liquidity risk:

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

44. Statement of Management

- (a) The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent if any stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary. There are no contingent liabilities except those stated in the notes..
- (b) Balance Sheet, Statement of Profit & Loss and Cash Flow statement read together with the schedules to the accounts and notes thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and results of the Company for the year under review.

45. 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 G.K.Choksi & Co.

CHARTERED ACCOUNTANTS

Firm Registration No. :125442W

SHREYAS V. PARIKH

PARTNER

Membership No. 33402

Date : May 22, 2019

Place : MUMBAI

For and on behalf of the Board Of Directors

SAJID MALIK

CHAIRMAN & MANAGING DIRECTOR

DIN NO . 00400366

VINEET CHOPRA

COMPANY SECRETARY

Date : May 22, 2019

Place : MUMBAI

RATAN DAS

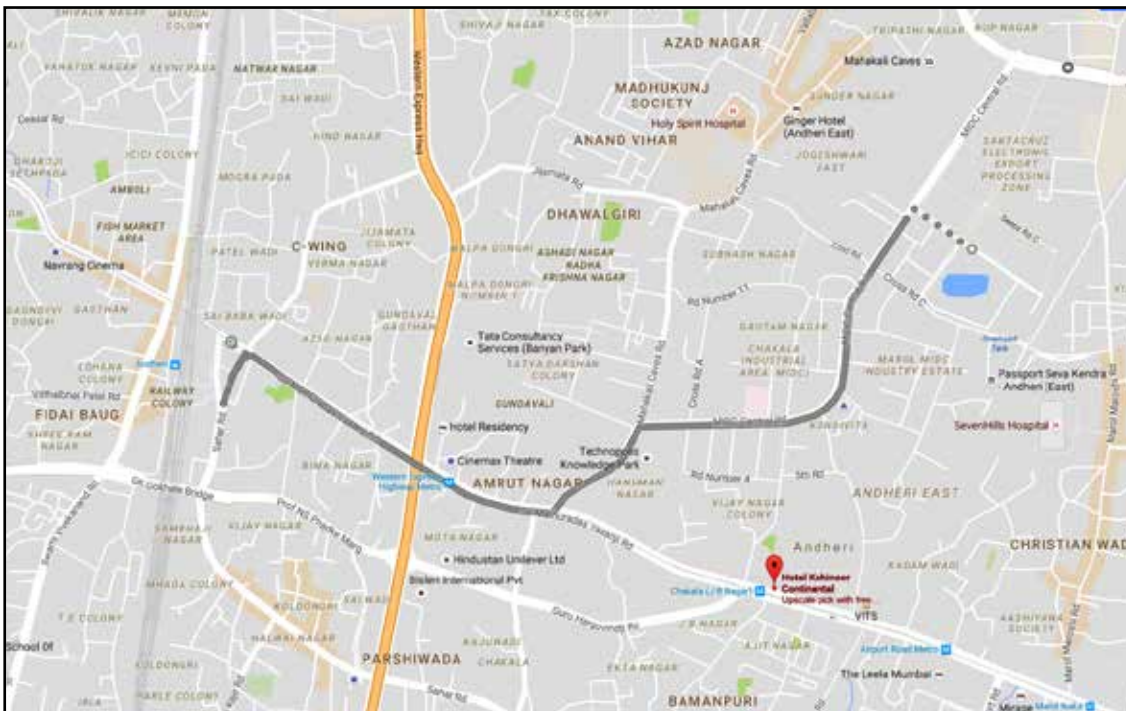
CHIEF FINANCIAL OFFICER

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INSTRUCTIONS

1. Members may fill up the Ballot Form and send it to DSM & Associates, Company Secretaries in Practice, the Scrutinizer at G-1, Awaas Apartment, Ground Floor, Pipe Line Road, Andheri – East, Mumbai-400 093 so as to reach on or before 5.00 pm on September 25, 2019. Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through both the processes, i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/DP ID/Client ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
10. Instructions for E-voting procedure are available in the Notice of the Annual
11. General Meeting and are also placed on the website of the Company. (www.igenesys.com)

ROUTE MAP FOR AGM LOCATION



GENESYS INTERNATIONAL CORPORATION LIMITED

(Map not to scale)

Landmarks :

Nearest Bus Stop: J. B. Nagar

Metro Station: Chakala/ J.B. Nagar

GENESYS INTERNATIONAL CORPORATION LIMITED

Registered Office: 73-A, SDF-III, SEEPZ, Andheri (E), Mumbai-400096

Website: www.igenesys.com; E-mail: investors@igenesys.com

CIN: L65990MH1983PLC029197

ATTENDANCE SLIP

(For physical holding)

| | | | | | | | | | | | | | | | | | | | |
|-----------------------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| Registered Folio No. | | | | | | | | | | | | | | | | | | | |
| No. of shares held | | | | | | | | | | | | | | | | | | | |

(For demat holding)

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|------------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| Client ID | | | | | | | | | | | | | | | | | | | |
| D.P. ID | | | | | | | | | | | | | | | | | | | |

I certify that I am a Member / Proxy for the Member of the Company.

I hereby record my presence at the **Thirty Seventh Annual General Meeting** of the Company on the 26th day of September 2019 at 3.00 p.m. at Kohinoor Continental, Andheri-Kurla Road, J.B. Nagar, Andheri (East), Mumbai - 400059.

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

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PROXY FORM

(pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of the Member(s) : _____

Registered Address : _____

E-mail : _____

Folio No. / Client ID :

| | | | | | | | | | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
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DP ID :

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|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|

I / We, being the member(s) of _____ shares of the above named company, hereby appoint

Name : _____

Address : _____

: _____

E-mail : _____

Signature : _____

or failing him / her

Name : _____

Address : _____

: _____

E-mail : _____

Signature : _____

or failing him / her

Name : _____

Address : _____

: _____

E-mail : _____

Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty Seventh Annual General Meeting of the Company, to be held on the 26th day of September 2019 at 3.00 p.m. at Kohinoor Continental, Andheri-Kurla Road, J.B. Nagar, Andheri (East), Mumbai - 400059 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution Number | Resolution | Vote | | |
|--------------------------|--|------|---------|---------|
| | | FOR | AGAINST | ABSTAIN |
| Ordinary business | | | | |
| 1 | Adoption of Accounts, Report of the Auditors and Directors thereon. | | | |
| 2 | Declaration of Dividend. | | | |
| 3 | Appointment of a director in place of Mr. Sohel Malik, who retires by rotation and being eligible, seeks re-appointment. | | | |
| 4 | Re-appointment of Auditors. | | | |
| Special Business | | | | |
| 5 | Re-appointment of Mr. Hemant Majethia (DIN: 00400473) as Independent Director. | | | |
| 6 | Re-appointment of Mr. Ganesh Acharya (DIN: 00702346) as Independent Director. | | | |
| 7 | Appointment of Mr. Ganapathy Vishwanathan (DIN: 00400518) as Non-Executive Non Independent Director. | | | |
| 8 | Payment of Commission to the Non-Executive Director(s) of the Company. | | | |
| 9 | Payment of remuneration to Mr. Ganapathy Vishwanathan, Non-Executive Non Independent Director. | | | |
| 10 | Amendment of Genesys ESOP Scheme – 2017 incorporating a surrender clause. | | | |

Signed this _____ day of _____ 2019

Signature of the shareholder

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Signature of the Proxy Holder (s)

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting
- A proxy need not be a member of the Company
- This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



GENESYSSM

Genesys International Corporation Ltd.

73-A, SDF-III, SEEPZ, Andheri (East), Mumbai 400 096. India

Telephone: 91-22-44884488 Fascimile: 91-22-28290603

Web site: www.igenesys.com