



Searching, Discovering
and Buying
in the
Mobile
Internet Economy

GENESYS

GENESYS INTERNATIONAL CORPORATION LIMITED

Bringing together people and technology

ANNUAL REPORT 2010-11



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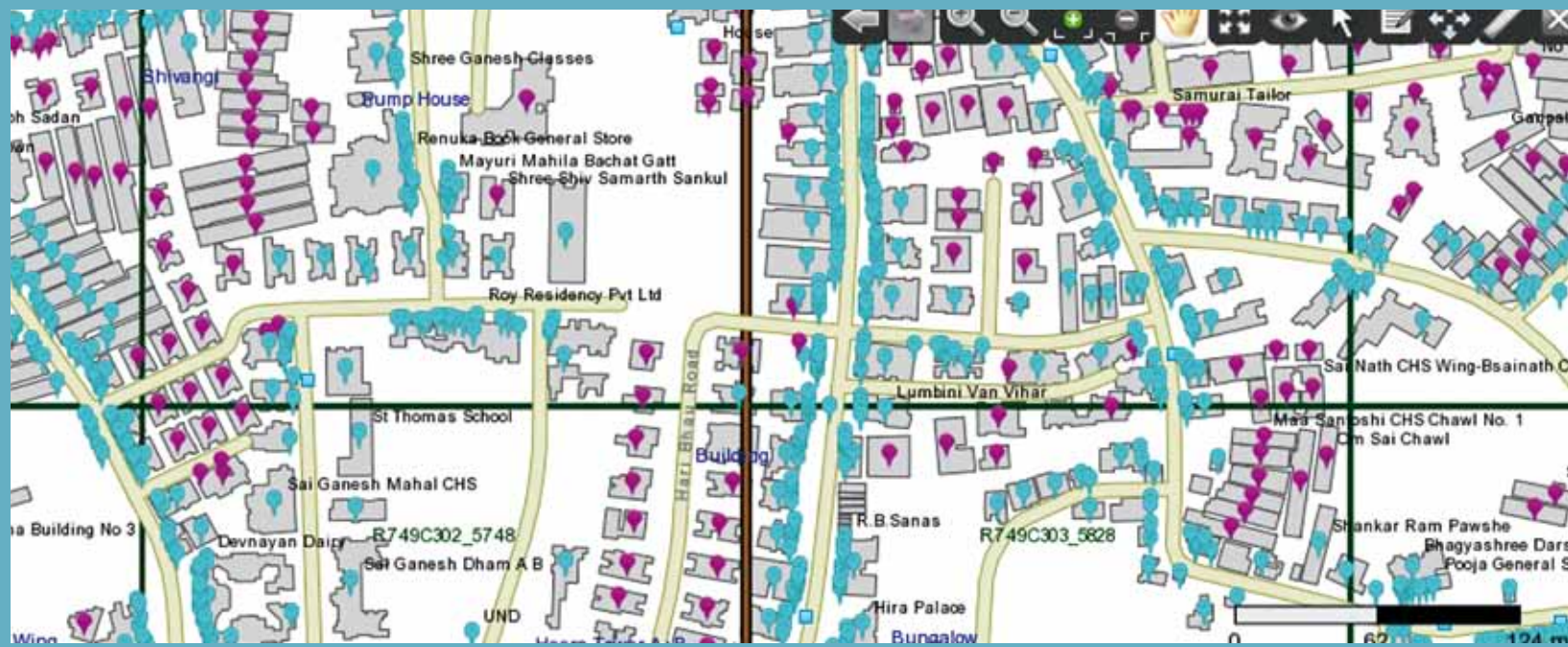
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MESSAGE FROM CHAIRMAN



Dear Shareholders,

The year gone by has been one of the most important years in the history of your company. Not just financially, but more importantly in terms of the Intellectual Property it has created.

Stellar Achievement: Your company has achieved - what I had stated as a goal last year of creating one of the most unique geo-contents of the major cities of India. This kind of content is, we believe, the first ever made anywhere in the world in the scale and depth that your company has been able to achieve.

The content lends itself to several large enterprise applications on the infrastructure, urban governance and citizen services side as well as to a large market on the B to C side - the consumer

and mobile markets.

We believe this significantly alters the complexion of the company and we liken ourselves to be a geo media content company. This changes the business model of the company from being a pure services model to a content based model wherein increasingly the company intends to derive its revenue from solutions built around its unique content.

In fact, we believe that geo data content will increasingly become the "social media" platform as well as the next phase of a new media platform, used by both infrastructure players such as city authorities, utility companies in their engineering and planning applications as well as the average citizen.

& MANAGING DIRECTOR

We are creating the first ever Chronicle of Modern India. In fact, we call it the Unique Building Identification Project of India as all structures are uniquely geo tagged.



It is important to understand why we believe the content we are creating is a key national infrastructure utility and asset.

Your company has mapped and continues to map and capture each and every structure in the top cities of India covering close to 70 percent of the urban population of India. Moreover it is also documenting the entire city through a 3D immersive environment allowing for an unprecedented documentation of Urban India.

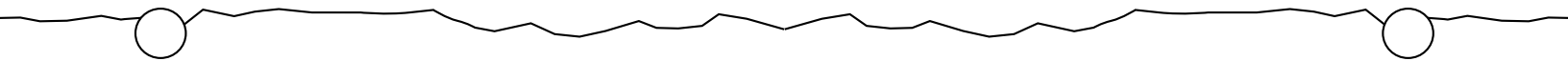
We are creating the first ever Chronicle of Modern India. In fact, we call it the Unique Building Identification Project of India as all structures are uniquely geo tagged. This Chronicle of Modern India serves the ability to resolve many complex issues in governance, infrastructure building as

well as the ability of the average citizen and individual to engage with the world around.

And we are constructing the data set in a manner that a huge amount of information integration, applications and analysis can be done on it.

Your company has developed several applications which we believe have an unprecedented ability to impact the functioning of urban bodies, implementation of key social infrastructure projects being undertaken in this country as well as offer all kinds of utilities - telcos, power discoms - a unique approach to managing and deploying their infrastructure assets on the ground.

Your company has been able to achieve the above feat due to its years of experience in building a complex landbase working on challenging



"Your company has achieved its goal of creating one of the most unique geo-contents of the major cities of India. This kind of content is, we believe, the first ever made anywhere in the world in the scale and depth that your company has been able to achieve"

projects world wide, especially in North America.

On that count, I would like to point out to another feather in your company's cap, wherein we were awarded several key mapping projects in the Middle East region. This includes mapping the sensitive areas of Mecca and Medina, the Saudi Kuwait border as well as the city of Dubai.

The unique Indian urban landscape also requires unique treatment from a hyper local search and navigation standpoint. We believe the data we are creating will be the richest such content in India. And by dint of the density of urban India, will also be one of the richest databases in the world.

We believe the value of these efforts will be seen in the years to come.

As we have successfully built out this data set, we have worked hard in creating solutions around the same.

One of our key endeavours is to attract good

talent and guidance. As well as strike the right partnerships.

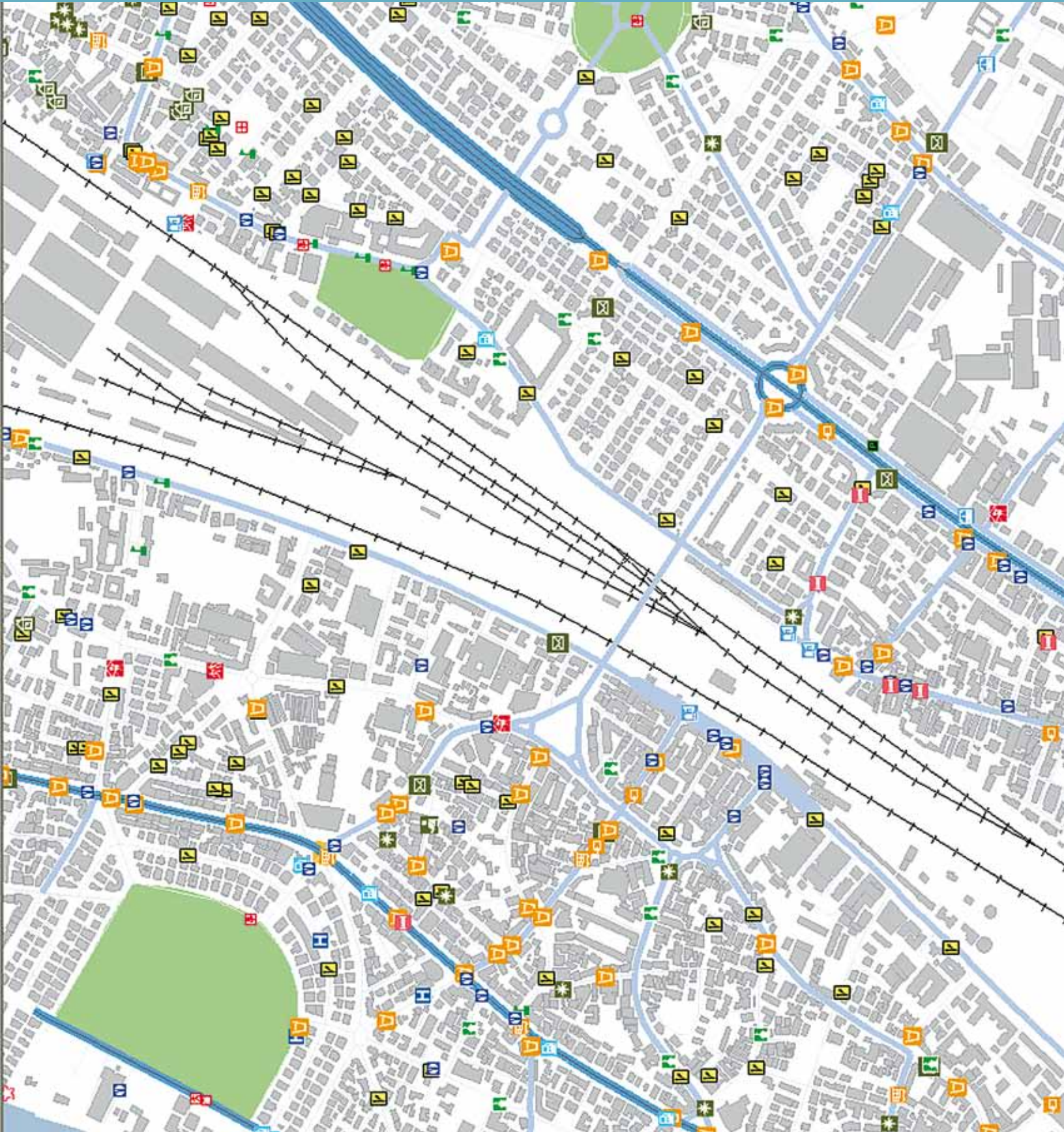
In that context, I have invited Mr. Manoj Mohanka, Chairman, Virtual World, a key partner in Genesys' local search practice, to articulate his views on the consumer applications.

I also take pleasure in announcing that Mr. Anil Lakhina has joined the Board of your company. The company will benefit from his vast experience in governance and infrastructure building. I have invited him too to write a few words in this annual report.

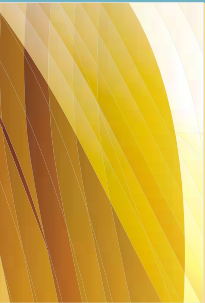
On the way ahead, the company intends to structure itself to the new processes required as it continues its journey to be an important player in the 'new media' space.

Regards
Sajid Malik

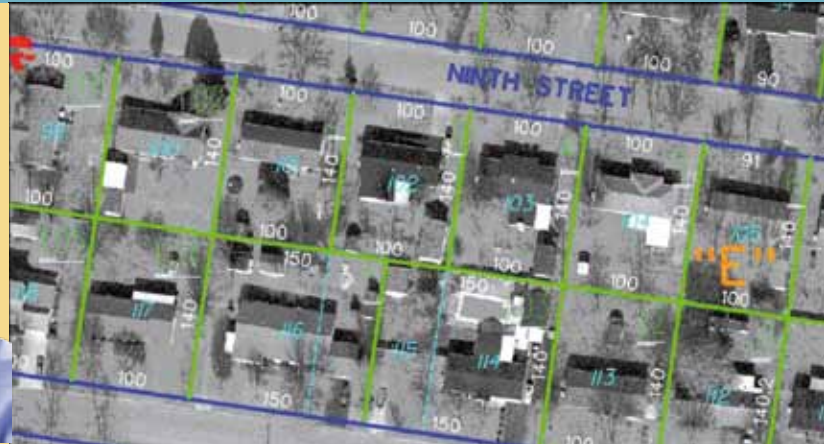
The Chronicle of Modern India



GIS IN E-GOVERNANCE AND NATION BUILDING



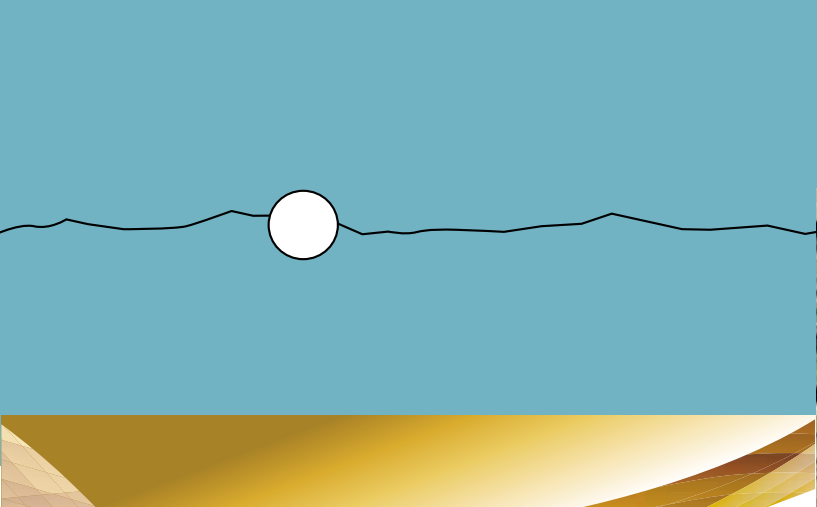
Anil Kumar Lakhina



Mr. Anil Kumar Lakhina, an IAS Officer has been decorated with the Padmashree Award. He had a distinguished career in Urban Infrastructure, governance and infrastructure development. He last held the position of Chairman & Managing Director of Rural Electrification Corporation Limited, a leading PSU with a 15 billion USD balance sheet size. He was also Managing Director of CIDCO (City and Industrial Development Corporation of Maharashtra Ltd) and of MSRDC (Maharashtra State Road Development Corporation Ltd).

Mr. Lakhina is best known in the Indian administrative structure for his experiments in district level reforms. During his tenure as Collector of Ahmednagar, he conducted the well acclaimed Lakhina Experiments aimed at improving Govt-public contact and demystifying public administration at the district, tehsil and village levels. The Experiments drew a nation-wide appreciation from many, including late Rajiv Gandhi, the then Prime Minister of India who ordered its replication in other public offices in the country. Lakhina Experiments are taught in many Universities and National Academies.

Mr. Lakhina holds a Masters in Public Administration from the JFK School of Government at Harvard University, a Bachelor of Law from Punjab University and a Bachelor of Science from Delhi University.



"I am proud to be on board with Genesys given the important pioneering work that the company is doing."



In my years in government and infrastructure building, quick access to correct information needless to say played a vital role. Whilst this is true in any situation, it is becoming increasingly important in a growing large economy like India.

Digitized information has played a key role in ensuring speed and transparency. And India has had some remarkable successes and initiatives in that, be it the financial services area, the NSE, the NSDL, bank computerization to large social impact initiatives like the Unique Identification authority of India.

The concept of a National Information Utilities is taking concrete shape. And India is blessed with great information technology talent, who have been using their skills to power many a large Fortune 500 company or International Government.

In this context, I am proud to be on board with Genesys. Given the important pioneering work that the company is doing in what can potentially have a far reaching impact on e-governance and infrastructure building in this country.



"I believe, in the years to come, Genesys IP may turn to be one of the National Information Utilities that India seeks to build in various sectors of the economy."

Increasingly government and industry are recognizing the potential of GIS in this country.

Whatever few GIS implementations have taken place, sadly suffer from inaccurate or poor data quality. And GIS is one of the most important MIS systems for any organisation which has to deal with a lot of spatial or field assets.

One can thus imagine the significance of the same for a city administration especially given the fact that good geo data can significantly impact both the revenue collection of the urban bodies as well as help in implementation of various urban poor

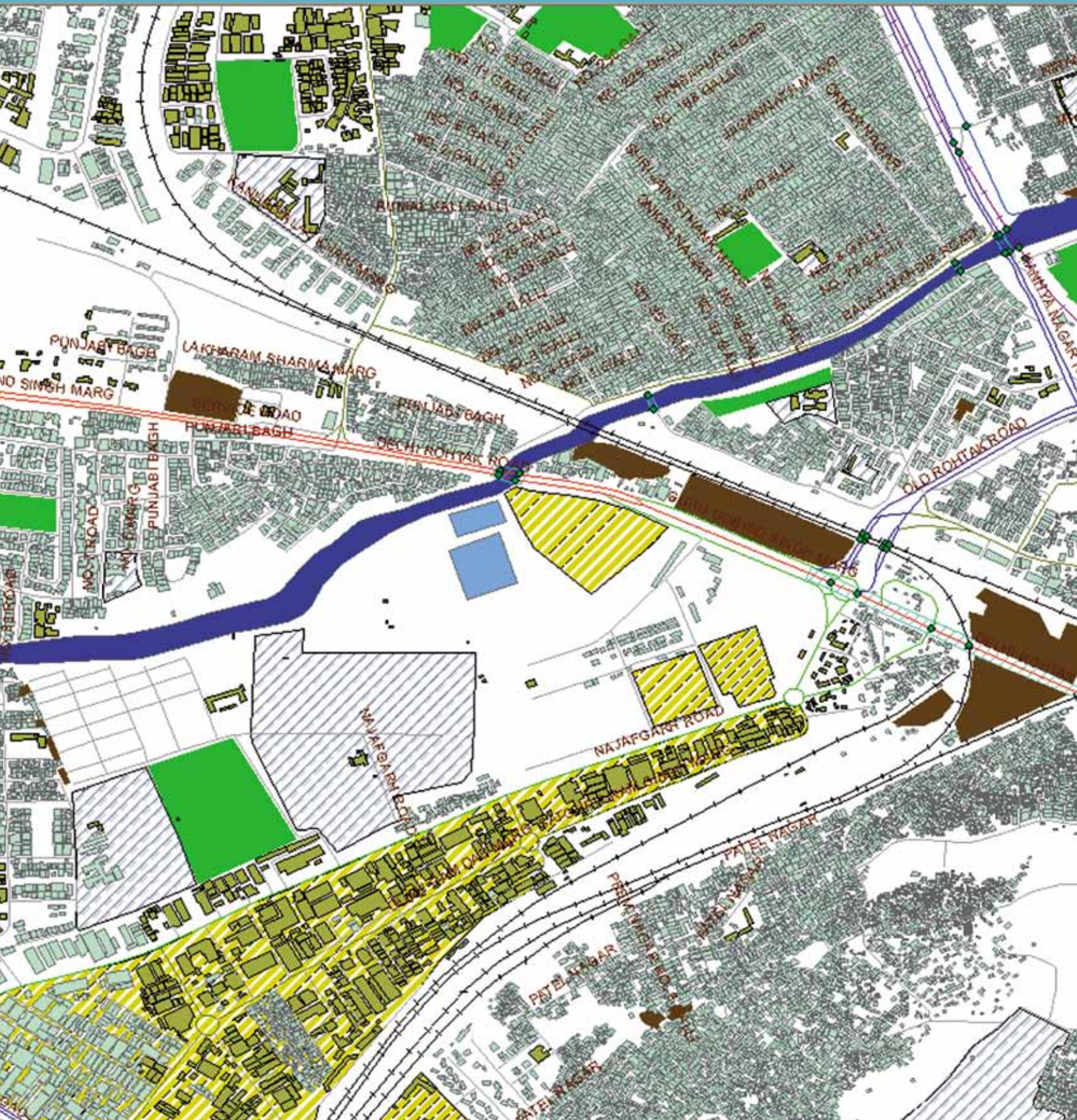
schemes of government.

In this context, Genesys' efforts to build this huge geo database have the potential to offer significant value to various arms of government. Especially since India is going to witness one of the largest trends of urbanisation in human history over the next decade and more.

And I believe, in the years to come, Genesys IP may turn to be one of the National Information Utilities that India seeks to build in various sectors of the economy.

Anil Kumar Lakhina

Entire cities uniquely geo tagged



NEW MEDIA



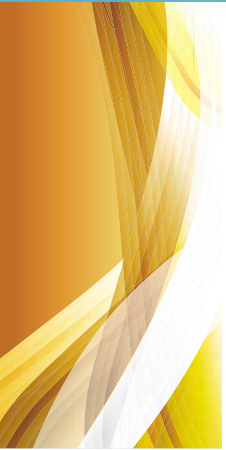
Mr. Manoj Mohanka has more than 20 years of business experience and has played a pivotal role in building several large businesses some from start up stage with a combined market capitalization of close to USD 2 billion.

He brings with him a keen understanding of industry, especially in the areas of new media, content and technology.

He serves as the Chairman of Global Broadcast News Ltd. (CNN -IBN, one of India's largest news channels having top 3 viewerships), Director of TV 18 India Ltd. (CNBC -TV 18, India's largest business news network) and Infomedia Ltd., one of India's leading local search companies publishing the Yellow pages of India.

He also serves on the board of several large public and private companies such as Titagarh Wagons - India's largest manufacture of railway wagons, Quippo, a leading telecom tower company, The Indian Film company, a 100 million dollar capitalized AIM listed company and Artevea Digital India Limited.

Mr. Manoj Mohanka holds a Bachelor's degree in Commerce from St. Xavier's College and holds a Master's degree with a major in Strategic Marketing from the Michael Smurfit Graduate School of Business. He is also a Chevening Fellow from the London School of Economics. He has held various positions in industry forums including President, Calcutta Chamber of Commerce, Co-Chairman, Economic Affairs Committee of FICCI (ER), Committee Member, Indo-Italian Chamber of Commerce, Board of Governors, Eastern Institute of Management, Chairman, Young Presidents Organisation, Kolkata.



Genesys content plays an important role in the "new media" space.

New media holds out a possibility of on-demand access to content any time, anywhere, on any digital device, as well as interactive user feedback, creative participation and community formation around the media content.

Geo data has become one of the most important pegs in the 'search' industry. The search industry as you may be aware, led by Google, has become one of the most powerful marketing engines in modern times. And now "social media" led by the likes of Facebook leads the next round of web enabled discovery and communication services. These promise far reaching impact in the ways of human society. These events can be bundled into the phenomena called "new media". And we believe that Genesys content plays an important role in the "new media" space.

New media holds out a possibility of on-demand access to content any time, anywhere, on any digital device, as well as interactive user feedback, creative participation and community formation around the media content. Another important promise of New Media is the "democratization" of the creation, publishing, distribution and consumption of media content. What distinguishes

new media from traditional media is the digitizing of content into bits.

Genesys' achievement has been its ability to digitize entire cities thus bringing them into the ambit of "new media".

This is especially relevant in the Indian context as Urban India is a dynamic unstructured entity which has significant challenges in terms of navigation and engagement.

We believe the content created by Genesys has the potential to create the most superior experience for consumers and citizens and provide a hitherto unparalleled service.

Virtual World as an entity focused on creating new media based consumer services in the areas of local search, deals and e-commerce hopes to create significant value as has been witnessed in this space in its partnership with Genesys and its IP.

Manoj Mohanka

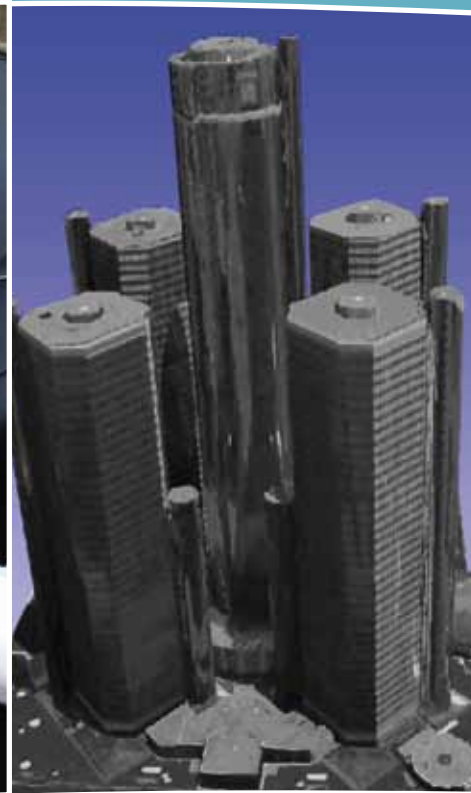
OUR CAPABILITIES

Surveying

Successfully managed one of the largest mapping projects in private sector in India.

3D Mapping

Has undertaken large scale 3D buildings content for hundreds of cities around the world.



Navigable Maps

Has completed the most accurate and comprehensive navigational map database for India. Also running a 'Global Production Center' for data updates / enhancements for the world over.

Business Geographics & Logistics

MARS (Marketing Analytics and Route planning System) from Genesys is a decision support system that can be customized to suit the requirements of the end-user. It consists of maps, database in tabular form, customized application, hardware and software.

Photogrammetry /Remote Sensing Services

Complete range of photogrammetric services for municipal mapping, utilities mapping, road and highway planning, cadastral mapping, city modeling, etc.

Image Processing

Extensive skills in satellite data processing for geospatial domain. Has processed thousands of square kilometers of high resolution satellite imagery.



Mobile VAS Development

A strong strength of Genesys. Development on all major platforms and mobile handsets including creating unique searchable geodata content relevant to the 3G world.

Utility Services

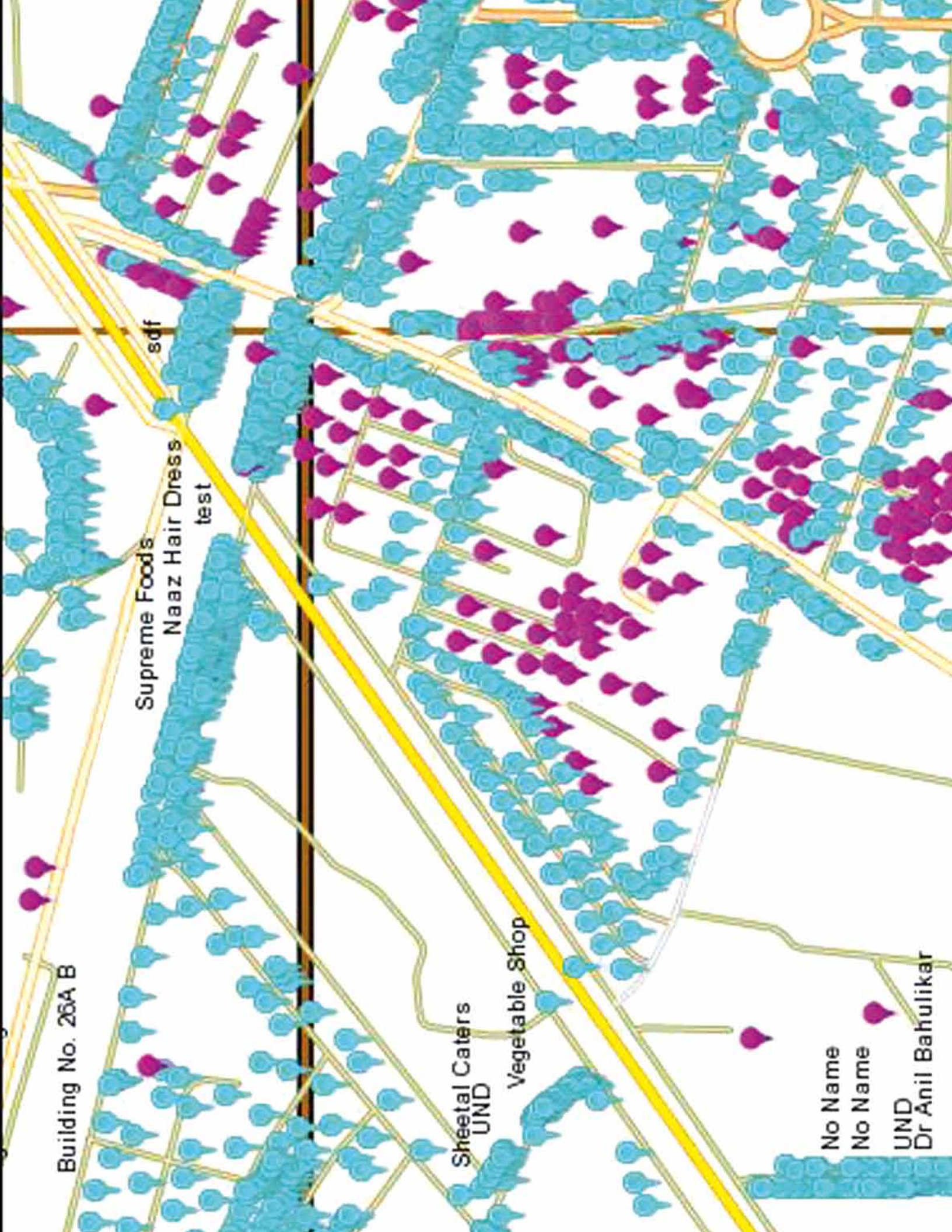
Offers end to end services including consulting to build enterprise-wide GIS, Network Data Building & Maintenance, Mapping & Survey, Integration Services, Network Planning, Land-base Conflation.

GIS Consulting

Consultancy services for needs assessment, system requirement, analysis and design, geospatial data services and application development.

Cadastral Mapping

Fully equipped to handle the large cadastral mapping need around the globe.



Building No. 26A B

Supreme Foods
Naaz Hair Dress

sdf

test

Sheetal Caters
UND

Vegetable Shop

No Name

No Name

UND

Dr Anil Bahulikar

FINANCIAL INFORMATION

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sajid Malik
 Mrs. Saroja Malik
 Mr. Sohel Malik
 Mr. Hemant Majethia
 Mr. Ganapathy Vishwanathan
 Mr. Ganesh Acharya
 Mr. Anil Kumar Lakhina

Chairman & Managing Director
 Whole-time Director
 Executive Director
 Independent Director
 Independent Director
 Independent Director
 Independent Director

COMPANY SECRETARY

Mr. Sunil Dhage

AUDITORS

M/s. Contractor, Nayak & Kishnadwala,
 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

BANKERS

State Bank of India
 HDFC Bank Ltd
 Corporation Bank

DEVELOPMENT & OTHER CENTRES

- I. 73A, 75B, 77A & 77C, SDF – III,
 SEEPZ, Andheri (East),
 Mumbai – 400 096
- II. Unit Nos. 103 & 104, Multistoried
 Building, SEEPZ, Andheri (East),
 Mumbai - 400096
- III. Prestige Terminus II,
 1st Floor, Hal Airport Exit Road,
 Bangalore - 560017
- IV. 108, Corporate Park Drive,
 Suite 211, White Plains,
 New York 10604 USA
- V. 8201 NW 93RD AVE
 Tamarac
 Florida 33321 1433 USA
- VI. Temple Court Business Centre,
 107-109 Oxford Road,
 Cowley, Oxford OX4 2ER, UK

SUBSIDIARIES

Genesys International (UK) Ltd.
 470a Green Lanes
 Palmers Green
 London N13 5PA, UK

GeODC Ltd.

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

REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Private Limited
 E/2, Ansa Industrial Estate,
 Saki-Vihar Road, Saki-Naka,
 Andheri (East), Mumbai 400 072
 Telephone: 91-22-4043 0200
 Fascimile: 91-22-2847 5207
 Email: info@bigshareonline.com

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the members of Genesys International Corporation Limited will be held on Thursday, September 22, 2011 at 2.30 p.m. at Kohinoor Continental, Andheri - Kurla Road, Andheri (East), Mumbai- 400059 to transact the following business:

ORDINARY BUSINESS

- 1) To consider and adopt the audited Balance Sheet as at March 31, 2011 and the Profit and Loss account for the year ended on that date and the Reports of the Directors and Auditors thereon.
- 2) To declare a Dividend on Equity Shares.
- 3) To appoint a Director in place of Mrs. Saroja Malik, who retires by rotation and being eligible, offers herself for re-appointment.
- 4) To appoint a Director in place of Mr. Hemant Majethia, who retires by rotation and being eligible, offers himself for re-appointment.
- 5) To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 224 of the Companies Act, 1956 M/s. Contractor, Nayak & Kishnadwala, Chartered Accountants (ICAI Registration No.101961W), the retiring Auditors of the Company, being eligible for re-appointment, be re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to provisions of section 260 of the Companies Act, 1956, and Article 130 of the Articles of Association of the Company, Mr. Anil Kumar Lakhina, who was appointed as an Additional Director with effect from January 12, 2011, and who holds office up to the date of

ensuing Annual General Meeting of the Company, in respect of whom the Company has received a Notice in writing under Section 257 of the Companies Act, 1956, proposing his candidature as a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT in accordance with the provisions of Section 198, 309 and all other applicable provisions, if any, of the Companies Act, 1956, and any other law for the time being in force, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, consent of the Company be and is hereby accorded for payment of commission for each of the five financial years commencing from April 01, 2011 to the Non-Executive Directors of the Company (other than the Managing Director and Whole Time Directors, if any), provided that the commission payable to the Non-Executive Directors per annum shall not exceed in the aggregate One percent (1%) of the Net Profits of the Company, computed in the manner laid down by Sections 198, 349, 350 and other applicable provisions, if any, of the Companies Act, 1956, with authority to the Board of Directors of Company to determine the quantum, the proportion and manner of such payment and distribution as the Board may from time to time decide such that the amount of commission to each Director may vary depending on the responsibilities reposed in them by the Board and other relevant factors."

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

SUNIL DHAGE
COMPANY SECRETARY

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

Place: Mumbai
Dated: August 13, 2011

NOTES

1. Explanatory Statement as required under section 173(2) of the Companies Act, 1956 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
3. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
4. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) are M/s Bigshare Services Private Limited having their office premises at E/2, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (East), Mumbai – 400 072.
5. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, August 20, 2011 to Tuesday, August 30, 2011 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
6. The dividend on Equity Shares of the Company as recommended by the Board of Directors of the Company at its Meeting held on May 30, 2011, when approved by shareholders at the ensuing Annual General Meeting will be paid to those shareholders whose names stand registered on the Register of Members of the Company: -
 - a) whose names appear as Beneficial Owners as at the close of business hours on August 19, 2011 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 on or before the close of business hours on August 19, 2011 in respect of the shares held in physical form.
7. Members who have not yet encashed their dividend warrants for previous years are advised to forward such warrants to the Registrars for revalidation. Pursuant to the provisions of the Section 205-A of the Companies Act, 1956 dividend, which remains unclaimed for a period of seven years, will be transferred to the Investor Education and Protection Fund of the Central Government.
8. Members holding shares in physical form are requested to advise about change of address to M/s. Bigshare Services Private Limited, Company's Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to intimate their respective Depository Participants (DP) about any change of address or Bank mandate and not to the Company or Registrar and Transfer Agents.
9. Members desiring any information relating to Annual Accounts of the Company for the year ended March 31, 2011 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.
10. Members are requested to bring the Attendance Slip along with their copy of Annual Report to the Meeting.
11. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
12. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board

NOTES

Resolution pursuant to Section 187 of the Companies Act, 1956 authorizing their representative to attend and vote on their behalf at the Meeting.

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

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

- a) The change in residential status on return to India for permanent settlement.
- b) The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.

15. Disclosure pursuant to Clause 49 of the Listing Agreement with respect to the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting is provided in the Report on Corporate Governance forming part of Annual Report.

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

SUNIL DHAGE
COMPANY SECRETARY

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

Place: Mumbai
Dated: August 13, 2011

ANNEXURE TO THE NOTICE

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

Item No. (6)

Mr. Anil Kumar Lakhina, is a retired IAS Officer decorated with Padmashree, one of the highest civilian honours given by the President of India. He has also received numerous national and state awards. He is a published author, and an advisor to governments, premier trade associations and urban infrastructure projects.

Mr. Lakhina holds a Masters in Public Administration from the JFK School of Government at Harvard University. He is a Bachelor of Science from Delhi University, and a Bachelor of Law from Punjab University. Mr. Lakhina has around 34 years of leadership experience in various set ups in the Indian Government and a multilateral organization (G-15), spanning infrastructure, power, renewable energy, urban development, economic policy and public administration.

He had a distinguished career in urban infrastructure, governance and infrastructure development. He last held the position of Chairman and Managing Director of Rural Electrification Corporation Limited, the coveted Navratna Public Sector Undertaking.

Mr. Lakhina was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on January 12, 2011 and he holds office up to the date of the ensuing Annual General Meeting of the Company. In this regard the Company has received a Notice required under Section 257 of the Companies Act, 1956 proposing the appointment of Mr. Anil Kumar Lakhina as Director of the Company.

Mr. Lakhina does not hold any shares in the Company as on March 31, 2011.

The Board is of the view that Mr. Lakhina's knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends his appointment to the Members.

Apart from Mr. Lakhina, no other Director is interested or concerned in this item of business.

Item No. (7)

Section 309 of the Companies Act, 1956 provides that a Director who is neither in the whole-time employment of the Company nor a Managing Director may be paid remuneration by way of commission, if the Company by special resolution, authorises such payment. The Members of the Company at the Twenty Fourth Annual General Meeting held on December 28,

2006, had approved the payment of such commission to the Non-Executive Directors of the Company for a period of five years with effect from April 1, 2006. The aforesaid approval by the shareholders was valid for a period of five (5) years i.e. up to March 31, 2011. Taking in to consideration the time spent, the dynamic corporate governance norms, the responsibilities entrusted upon them under the law and the overall benefits accrued to the Company from the invaluable inputs provided by the Non-Executive Directors, it is felt that the payment of Commission should be continued.

The Board at its Meeting held on May 30, 2011 has approved, subject to approvals of Members and such statutory approvals as may be necessary, payment by way of commission, to be paid to the Non- Executive Directors of the Company as envisaged in the resolution as set out in Item No. 7, for a further period of five (5) years with effect from April 1, 2011. The Board of Directors will determine each year, the specific amount to be paid as commission to the Non-Executive Directors which shall not exceed 1% of the net profits of the Company for that year, as computed in the manner referred to in Section 198, 349, 350 and other applicable provisions, if any, of the Companies Act, 1956.

The Members are requested to approve the payment of commission to the Non-Executive Directors of the Company for a further period of five years with effect from April 1, 2011. The payment of commission would be in addition to the sitting fees payable for attending Board/ Committee Meetings.

All Non-Executive Directors of the Company may be deemed to be concerned or interested in this Special Resolution to the extent of the commission that may be received by them.

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

SUNIL DHAGE
COMPANY SECRETARY

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

Place: Mumbai
Dated: August 13, 2011

GENESYS INTERNATIONAL CORPORATION LIMITED

DIRECTORS' REPORT

The Members of
Genesys International Corporation Limited.

Dear Members,

The Directors are pleased to present their Twenty Ninth Annual Report on the business and operations of the Company and the statements of account for the year ended March 31, 2011.

FINANCIAL HIGHLIGHTS

The Consolidated Results for the financial year ended March 31, 2011 are given below:

Particulars	(Rs. in lakhs)	
	March 31, 2011	March 31, 2010
Revenue from Operations	9506.52	7428.58
Operating Profits before Depreciation, Interest and taxes	5560.44	4144.50
Less: Depreciation and amortization	660.99	245.84
Less : Interest	4.67	1.81
Operating Profit before tax and exceptional items	4894.78	3896.85
Less : Exceptional items – provision for diminution in value of investments	396.18	150.00
Less: Prior Period Adjustments	-	(13.25)
Profit before tax	4498.60	3760.10
Less: Current Tax	28.00	437.00
Less : Deferred Tax	(47.71)	64.55
Less : Deferred Tax for earlier years	-	(10.38)
Less: Tax Adjustments for earlier years	(44.28)	(0.20)
Net Profit After Tax	4562.59	3269.13
Less: Share of Profit/(Loss) of Minority	(40.54)	-
Net Profit	4603.13	3269.13
Interim Dividend	-	149.24
Proposed Dividend	373.09	223.86
Dividend Distribution Tax	60.53	61.97
Transfer to General Reserve	600.00	400.00
Add: Balance brought forward	6835.05	4400.97
Balance carried to Balance Sheet	10404.56	6835.05
Reserves and Surplus	12595.81	8390.60

Dividend

Your Directors are pleased to recommend a dividend of Rs. 1.25 per Equity Share of Rs. 5/- each for the financial year ended March 31, 2011 on the Share Capital of the Company subject to the approval of shareholders in the ensuing Annual General Meeting. The total outgo including tax on dividend would be Rs. 433.62 lakhs (Last year Rs. 435.07 Lakhs).

Business Review and Future Outlook

Over close to the past two years, your Company has spent substantial effort and successfully executed three important things: 1. Created one of the most unique and first ever content of Urban India, 2. Monetized it and 3. Created business cases for several markets.

With the transition of your Company into a content based solutions provider, we believe that a new phase in the Company's history has just begun. It coincides with what we believe will be the new positioning of geo data in the context of "search", "social media" and "navigation ". We believe the new environment wherein the intersection of social media, search and navigation will find good geo data content an important peg. Your Company's IP will prove to be of substantial value in the consumer space. Also, we believe in the Enterprise and Government markets wherein wider acceptance and realization of the benefits of good geo data is being increasingly felt.

With a vision to be India's premier geo data content player, we believe the future augurs well for our Company.

Management Discussion and Analysis Report

A detailed analysis of the Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

Corporate Governance

A Report on Corporate Governance along with a Certificate from Mr. Raju Ananthanarayanan, Practicing Company Secretary regarding the compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of this Annual Report.

Share Capital

During the year under review, the Authorised share capital of your Company was increased from Rs. 15,00,00,000/- (Rupees Fifteen Crores only) to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 5 each vide Ordinary Resolution passed through Postal Ballot on June 14, 2010. Further, it was amended to Rs. 25,50,00,000/- (Rupees Twenty Five Crores and Fifty Lakhs only) divided into 5,10,00,000 (Five Crores and Ten Lakhs) Equity Shares of Rs. 5 each pursuant to sanction of Scheme of Amalgamation between Genesys Worldeye Limited, a wholly owned subsidiary of your Company with the Company as per Sections 391 to 394 of the Companies Act, 1956 vide Order of High Court of Judicature at Bombay dated December 16, 2010.

However, the paid up share capital of the Company remained unchanged in comparison to previous year.

Amalgamation of Genesys Worldeye Limited into the Company

Honourable High Court of Bombay vide its order dated December 16, 2010 has sanctioned the scheme of amalgamation of Genesys Worldeye Limited, a wholly owned subsidiary of your Company with your Company with effect from Appointed date i.e. April 1, 2010. The benefits of the Amalgamation *inter alia* include greater integration, greater financial strength and flexibility, efficiency in cash management, improved organizational capability and strong leadership for the amalgamated entity. This has helped in maximizing the overall shareholder value, and has also improved the competitive position of the combined entity.

Subsidiaries

During the year under review, Aerial Surveyor Limited, UK a step down wholly owned subsidiary company has been dissolved. Aerial Surveyor Limited, UK was a Wholly Owned Subsidiary of Genesys International (UK) Limited, your Company's wholly owned subsidiary company. Further, Genesys International (UK) Limited has acquired a further equity stake of 19.88 % in GeODC Limited, UK taking its total shareholding to 69.88%. By virtue of the same, GeODC Limited, UK has become a step down subsidiary of your Company.

In accordance with the general circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. The Annual Accounts of the subsidiary companies and the related detailed information shall be made available to any Member of the Company seeking such information at any point of time. The annual accounts of the subsidiary companies will also be kept for inspection by any Member at the Registered Office of the Company.

Consolidated Financial Statements

As stipulated by Clause 32 of the Listing Agreement with the Stock Exchanges, the consolidated financial statements have been prepared by the Company in accordance with the applicable Accounting Standards issued by The Institute of Chartered Accountants of India. The audited consolidated financial statements together with Auditors' Report form part of the Annual Report.

Directors

Mr. Anil Kumar Lakhina was appointed as an Additional Director of the Company with effect from January 12, 2011 at the Meeting of Board of Directors held on the same day. The Company has received a Notice from a Member signifying his intention to propose Mr. Lakhina for the office of Director at the forthcoming Annual General Meeting.

Mrs. Saroja Malik and Mr. Hemant Majethia, Directors of the Company retire by rotation and being eligible, offer themselves for re-appointment at the ensuing Annual General Meeting.

Detailed information pertaining to the Directors are given in the Corporate Governance Report forming part of this Annual Report.

Auditors

M/s Contractor, Nayak & Kishnadwala, Chartered Accountants (ICAI Registration No. 101961W) retire as Auditors of the Company at the ensuing Annual General Meeting and have given their consent for re-appointment. M/s Contractor, Nayak & Kishnadwala, Chartered Accountants, have also furnished a certificate of its eligibility for re-appointment under Section 224 (1B) of the Companies Act, 1956. The Board recommends their re-appointment as Auditors.

Internal Controls

Your Company has a proper and adequate system of Internal Control commensurate with its size and the nature of its operations to ensure that all transactions carried out are authorised, recorded and reported correctly.

During the year under review, Internal Audit of the Company has been carried out by an independent firm of Chartered Accountants, M/s. Chaitanya Shah & Company.

Public Deposits

Your Company has not accepted any deposits from the public or its employees and as such, no amount on account of principal or interest on deposits was outstanding as on the date of Balance Sheet.

Employee Stock Option Scheme:

Your Company has introduced an Employees Stock Option Scheme named as 'GENESYS ESOP SCHEME -2010' for the Employees and Directors of the Company and its Subsidiary Companies. However, no Options have been sanctioned till date under this Scheme.

Transfer to Investor Education and Protection Fund (IEPF)

The Company has, during the year under review, transferred a sum of Rs. 73,454/- to Investor Education and Protection Fund, in compliance with the provision of section 205C of the Companies Act, 1956. The said amount represents dividend for the financial year 2002-03, which remained unclaimed by the shareholders of the Company for a period exceeding 7 years from its due date of payment.

Particulars of Employees

The Company has not paid any remuneration attracting the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended vide

Companies (Particulars of Employees) Amendment Rules, 2011. Hence, no information is required to be appended to this report.

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

Particulars required to be disclosed under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are set out in Annexure A to this Report.

Directors Responsibility Statement

In terms of the provisions of Section 217 (2AA) of the Companies Act 1956, your Directors confirm that:

- a) in preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departures.
- b) the selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2011 and of the profits of the Company for the year ended on that date.
- c) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) the annual accounts have been prepared on a going concern basis.

Acknowledgement

In conclusion, your Directors wish to place on record their sincere appreciation for the untiring efforts and contributions made by employees at all levels to ensure that the Company continues to grow and excel. The Board gratefully acknowledges the valuable guidance and co-operation received from the Government Departments, Bankers, SEEPZ (SEZ), STPI, Customs, MIDC, Customers, Stock Exchanges and other regulatory authorities. The Board also thanks all shareholders and investors for the trust reposed by them in the Company.

On Behalf of the Board of Directors

SAJID MALIK
CHAIRMAN & MANAGING DIRECTOR

Place: Mumbai
Dated: May 30, 2011

ANNEXURE 'A'

TO THE DIRECTORS' REPORT

Particulars of Conservation of Energy, Research & Development, Technology Absorption and Foreign Earnings and Outgo as per Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 for the year ended March 31, 2011.

Conservation of Energy

Your Company has proactively taken steps to increase energy efficiency at its production facilities. Your Company in a phase wise manner is replacing its old Packaged Air Conditioner units with newer units that are energy efficient in comparison. Further, your Company has trained its work force to adopt work practices that will reduce the energy consumption requirement at our production facilities. Your Company has ensured that all hardware equipments procured during the year are energy efficient.

Research and Development (R & D)

Your Company is currently doing pioneering research in the application areas of Mobile mapping and Terrestrial Lidar for Mining, Defense, Roads, Water Resources, Oil & Gas, Railways, Disaster Management, Telecom and Power. It is working closely with leading universities as well as world experts in this field. Our R & D efforts are being recognized by our customers as well as other peers in the industry segments that your Company operates in.

Technology absorption, adaptation and innovation

Your company has enhanced its IT infrastructure to cater to the stringent project and process requirements. The infrastructure includes servers and storage devices designed to provide high performance, data fault-tolerance and scalability. All servers and storages are protected using RAID configurations to provide tolerance against multiple disk failures. Indigenous technology available is continuously being upgraded to improve overall performance. Your company has adopted some of the industry best practices for Information Security and is certified for ISO 27001:2005 ISMS (Information Security Management System) certification. Your Company has an extensive communication infrastructure connecting its various offices in India, USA and UK. The communication network caters to data connectivity between all the offices. There are plans to incorporate state of the art technology for its Datacenters and also reinforce its Disaster Recovery System.

Foreign Exchange Earnings & Outgo

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

On Behalf of the Board of Directors

SAJID MALIK
CHAIRMAN & MANAGING DIRECTOR
Place: Mumbai
Dated: May 30, 2011

CORPORATE GOVERNANCE

1. **Company's Philosophy on Corporate Governance:**

Genesys observes good governance extensively as a value to be imbibed and such organized system of beliefs, values and ideas to be embedded into its corporate culture. The key objective is to attain high levels of transparency, accountability, professionalism, integrity and ethical behavior in the functioning of the Company and thereby fulfill its responsibilities towards stakeholders, viz., employees, shareholders, customers, Government and the community at large.

The Company strongly believes in taking mindful decisions of going beyond the mere letter of law and has been proactive in introducing and practicing good governance norms and standards. It places due emphasis in meeting all the relevant legal and regulatory compliances. Such practices have helped the company go a long way in preserving stakeholders trust and ensure sustained growth.

2. **Board of Directors:**

The composition of the Board of Directors ('Board') is in conformity with Clause 49 of the Listing Agreement, which stipulates that at least 50 % of the Board consists of Independent Directors, if Chairman of the Board is an Executive Director.

Mr. Sajid Malik, occupies the position of Executive Chairman and Managing Director of your Company. The Board of the Company has 7 Members, out of which 3 comprise of Executive Directors and 4 are Independent Directors. The 3 Executive Directors though Professional Directors, in their individual capacities belong to the Company's promoter group and are inter se related to each other. The remaining 4 Non-Executive Independent Directors possess the requisite qualifications and experience in general corporate management, international business, finance, capital market, infrastructure development, governance, insurance and other allied fields which enables them to contribute effectively in ensuring good governance and functioning of the Company.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all the companies in which he is a Director.

Table 1: The names and categories of the Directors on the Board, their attendance at Board Meetings during the year under review and at the last Annual General Meeting (AGM), as also the number of Directorships and Committee positions held by them in other companies.

2.1 Composition of Board

Table 1: Composition of Board and the number of Directorships

Name of Directors	Category	No. of Board Meetings attended out of 9 Meetings held	Attendance at Last AGM	No. of directorship (s) held in other Public Limited Companies as on March 31, 2011	No. of committee (s) position held in other Companies as on March 31, 2011#	
					Member	Chairman
Mr. Sajid Malik DIN: 00400366	Chairman & Managing Director- Promoter Group	8	Yes	4	NIL	NIL
Mrs. Saroja Malik DIN: 00400421	Whole-Time Director- Promoter Group	8	Yes	2	2	NIL
Mr. Sohel Malik DIN: 00987676	Executive Director- Promoter Group	4	No	NIL	NIL	NIL
Mr. Ganapathy Vishwanathan DIN: 00400518	Non Executive Independent Director	9	Yes	1	2	2
Mr. Hemant Majethia DIN: 00400473	Non Executive Independent Director	9	No	2	NIL	NIL
Mr. Ganesh Acharya DIN: 00702346	Non Executive Independent Director	4	No	1	2	NIL
Mr. Anil Kumar Lakhina \$ DIN: 00075255	Non Executive Independent Director	NIL	NA @	1	NIL	NIL

Represents Membership(s)/Chairmanship(s) of Audit Committee and Shareholders' / Investors' Grievances Committee
\$ Appointed as Additional Director with effect from January 12, 2011

@ Not Applicable. He was not a Director at the time of the last Annual General Meeting

2.2 Details of Shareholding

Table 2: Details of Equity shares held by the Directors as on March 31, 2011

Name	No. of Equity Shares
Mr. Sajid Malik	4,03,088
Mrs. Saroja Malik	3,85,758
Mr. Sohel Malik	70,60,400
Mr. Hemant Majethia	10,304
Mr. Ganapathy Vishwanathan	50,372
Mr. Ganesh Acharya	49,974
Mr. Anil Kumar Lakhina	NIL

A. Board Functioning and Procedures:

The Board meets at regular intervals to discuss and take prompt decisions on the circulated items of Agenda which are supported by comprehensive information and documents pertaining to the related subject. The detailed Agenda and the relevant notes are sent in advance to each of the Director to enable them to get well acquainted with the Agenda items under consideration. The Chief Financial Officer is invited to the Board Meetings to brief the Board on the financial items under consideration and also to provide financial insights, status of internal controls in the working of the Company. The Minutes of various Committee Meetings and Meetings of subsidiary companies are regularly placed before the Board for noting.

Nine Board Meetings were held during the year under review and the gap between two Meetings did not exceed four months. The dates on which the said Meetings were held were as follows:

April 29, 2010; May 25, 2010; June 14, 2010; July 31, 2010; August 20, 2010; November 13, 2010; December 29, 2010; January 12, 2011; February 14, 2011.

B. Directors seeking appointment / re-appointment:

Mrs. Saroja Malik and Mr. Hemant Majethia, Directors retire by rotation and being eligible, offer themselves for re-appointment. Mr. Anil Kumar Lakhina holds office up to the date of the ensuing Annual General Meeting of the Company. The Company has received a Notice from a Member of the Company under section 257 of the Companies Act, 1956 proposing Mr. Lakhina as a candidate for the office of Director, along with a deposit of Rs.500 against the Notice. As required by clause 49 IV(G)(i) of the Listing Agreement, details of Directors seeking appointment / re-appointment are set out at the end of this Report.

3. Committees of the Board

A. AUDIT COMMITTEE

The Audit Committee of your Company is in compliance with the provisions of Section 292A read with Clause 49 of the Listing Agreement. The Audit Committee consists of three Board Members, viz; Mr. Ganapathy Vishwanathan, Mr. Hemant Majethia and Mr. Ganesh Acharya, all of whom are Non-Executive and Independent Directors. All members of the Audit Committee

have accounting and financial management knowledge. Mr. Ganapathy Vishwanathan, Chairman of the Committee is an accounting and financial management expert, by virtue of being high qualified with more than 20 years of experience in varied fields.

The terms of reference of the Audit Committee are in conformity with those mentioned in clause 49 of the Listing Agreement of the Stock Exchanges as well as Section 292A of the Companies Act, 1956. It is the Audit Committee's responsibility, to oversee the organisation's compliance with laws and regulations. The functions and scope of the Audit Committee includes review of Company's financial reporting, internal controls, related party transactions, disclosure in financial statements, management discussion and analysis, risk mitigation mechanism, appointment of statutory auditor and internal auditor and all other aspects as specified by Clause 49 of the Listing Agreement.

The Audit Committee is empowered, pursuant to its terms of reference, to:

- Investigate any activity within its terms of reference and to seek any information it requires from any employee
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary

The company has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:

- Management discussion and analysis of financial condition and results of operations
- Statement of significant related party transactions
- The appointment, removal and terms of remuneration of the internal & statutory auditor
- Performance of Statutory and Internal

Auditors

- Internal audit reports, internal control and financial reporting system

The Committee met five times during the year under review. The Committee Meetings were held on the following dates - April 29, 2010; May 25, 2010; July 31, 2010; November 13, 2010; and February 14, 2011. The gap between two Meetings did not exceed four months. The attendance at the Meetings is as under:

Members	Number of Meetings Attended
Mr. Ganapathy Vishwanathan (Chairman)	5
Mr. Hemant Majethia	5
Mr. Ganesh Acharya	3

1. Chairman of the Audit Committee, Mr. Ganapathy Vishwanathan was present at the last Annual General Meeting of your Company held on September 30, 2010.
2. Mr. Sunil Dhage, Company Secretary, acts as Secretary to the Committee.

B. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

The Company's Shareholders/Investors Grievance Committee comprises of three Members viz; Mr. Ganapathy Vishwanathan, Mr. Hemant Majethia; both of whom are Non-Executive and Independent Directors and Mr. Sunil Dhage, Company Secretary & Compliance Officer of the Company. Mr. Ganapathy Vishwanathan functions as the Chairman of the Committee. The Committee supervises the systems of redressal of Investor Grievances and ensures cordial investor relations. The scope and functions of the Committee also includes approval of transfer and transmission of shares and other matters like consolidation of certificates, issue of duplicate share certificates, dematerialisation/ rematerialisation of shares in stipulated time period, cases of non-receipt of dividend/ notices/ Annual Reports etc.

The Committee met fourteen times during the year under review and all Members of the Committee attended the same. During the year under review, no complaints were received from the Shareholders.

The dates on which the said meetings were held were as follows:

April 13, 2010; April 27, 2010; April 29, 2010; June 15, 2010; June 24, 2010; July 31, 2010; August 17, 2010; September 7, 2010; November 13, 2010; December 10, 2010; December 17, 2010; December 28, 2010; February 14, 2011; March 4, 2011.

Mr. Sunil Dhage, Company Secretary in addition to being the Member of the Committee acts as Secretary to the Committee.

C. REMUNERATION COMMITTEE

The Company has constituted a Remuneration Committee of Directors, comprising of three Non-Executive Directors, all of whom are Independent Directors. The broad terms of reference of the Remuneration Committee is said to consist of the following viz; to review market practices with regard to remuneration/ commission payable to Directors, recommend/ approve the remuneration packages payable to Directors of the Company; determine the commission payable to Directors taking into account relevant factors and such other matters as the Board may from time to time request the Remuneration Committee to examine and recommend/approve.

During the year under review, the Remuneration Committee met once on May 25, 2010 and the details of attendance by the Committee members are as follows:

Name of Director	Number of Meetings Attended
Mr. Ganapathy Vishwanathan	1
Mr. Hemant Majethia	1
Mr. Ganesh Acharya	NIL

1. Mr. Ganapathy Vishwanathan occupies the position of Chairman of the Committee.
2. Mr. Sunil Dhage, Company Secretary acts as Secretary to the Committee.

GENESYS INTERNATIONAL CORPORATION LIMITED

The details of Remuneration package, fees paid etc. to Directors for the year ended March 31, 2011

(a) Paid to Non- executive Directors:

Name of Director	Sitting Fees paid (Rs.)	Commission Payable (Rs.)	Total Payments paid / Payable in 2010-2011 (Rs.)
Mr. Ganapathy Vishwanathan	32,000	40,00,000	40,32,000
Mr. Hemant Majethia	32,000	Nil	32,000
Mr. Ganesh Acharya	18,000	Nil	18,000
Mr. Anil Kumar Lakhina	Nil	Nil	Nil

(b) Paid to Executive Directors:

Name of Director	Designation	Salary (Rs.)
Mr. Sajid Malik	Chairman & Managing Director	36,60,000
Mrs. Saroja Malik	Whole Time Director	35,99,996
Mr. Sohel Malik	Executive Director	48,45,205

D. COMPENSATION COMMITTEE :

The Compensation Committee of your Company comprises of three Directors viz; Mr. Sajid Malik, Mr. Hemant Majethia and Mr. Ganapathy Vishwanathan with Mr. Sajid Malik being the Chairman of the Committee. The Compensation Committee was constituted to approve, allocate and administer the "Genesys ESOP Scheme – 2010" and other matters as prescribed by the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 and its amendment from time to time. However, till date the Company has not sanctioned any options under the Scheme and as such no meetings were held during the year under review. Mr. Sunil Dhage, Company Secretary acts as Secretary to the Committee.

E. EXECUTIVE COMMITTEE :

The Board constituted Executive Committee is a voluntary initiative by the Company. The terms of reference of Executive Committee broadly include; to consider, approve the tenders/bids and to authorize personnel/officers to negotiate, finalize the terms & conditions and to sign and execute Applications, Agreements, Bonds, Deeds, Forms, Bids, Tender documents, papers and all such writings, etc., to apply for Bank Guarantees and deal with related Banking matters, issue Power of Attorneys etc.

The Committee presently comprises of three Directors and it met 4 times during the year under review. The details of attendance by the Committee members are as follows :

Name of Director	Number of Meetings Attended
Mr. Sajid Malik	4
Mrs. Saroja Malik	4
Mr. Ganapathy Vishwanathan	4

The dates on which the said Meetings were held were as follows:

September 7, 2010; October 11, 2010; January 05, 2011; March 08, 2011

Mr. Sunil Dhage, Company Secretary, acts as Secretary to the Committee.

4. **SUBSIDIARY COMPANIES**

Your Company does not have any Indian Subsidiary Company. The Audit Committee reviews periodical and annual financial statements of unlisted subsidiary companies, investments & loans to the subsidiaries etc.

5. **CODE OF CONDUCT**

The Board has adopted a Code of Conduct for all Board Members and Employees in the Senior Management grade of the Company. The said Code has been communicated to the Directors and Employees in the Senior Management grade and they have affirmed compliance with the said Code. The Code has been posted on the Company's website www.igenesys.com. A declaration signed by the Chairman & Managing Director to this effect is enclosed at the end of this Report.

6. **CODE FOR PREVENTION OF INSIDER TRADING PRACTICES**

The Company has adopted a comprehensive Code of Conduct for Prevention of Insider Trading for its Directors and designated employees, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time. Pursuant to the same the Board has appointed Mr. Sunil Dhage, Group Legal Head & Company Secretary as the Compliance Officer who shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Unpublished Price Sensitive Information", pre-clearing of trades, monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board. All Directors, employees at senior management level and other employees who could be privy to unpublished price sensitive information of the Company are governed by this Code. The Code lays down Guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations. During the year under review, there has been due compliance with the said Code.

7. **DISCLOSURES**

A. **Basis of related party transaction**

During the year there were no materially significant related party transactions that might have had potential conflict with the interest of the Company at large. The Company places all the relevant details pertaining to related party transactions before the Audit Committee from time to time. Attention of the Members is drawn to the disclosures of transactions with the related parties set out in Notes to Accounts forming part of the Annual Report.

B. **Non-compliance /strictures/penalties imposed**

There has been no instances of non-compliance / strictures / penalties been imposed on the Company by Stock Exchange(s) or the SEBI or any Statutory Authority on any matters related to capital markets during the last three years.

C. **Risk Management**

Your Company has a well-defined risk management framework in place. Constant efforts are taken by the Management for evaluating risks involved and manage it promptly. Procedures have been formulated to periodically review the same on different parameters.

8. OTHER DISCLOSURES

A. Details of General Meetings and Special Resolutions passed

Annual General Meetings (AGM) held during the past 3 years and the Special Resolutions passed therein:

YEAR	LOCATION	DATE & TIME	SPECIAL RESOLUTION(S) PASSED
2007-2008	Kohinoor Continental, Andheri - Kurla Road, Andheri (East), Mumbai- 400059.	September 29, 2008 2.30 p.m.	NIL
2008-2009	Kohinoor Continental, Andheri - Kurla Road, Andheri (East), Mumbai- 400059.	September 29, 2009 2.30 p.m.	Appointment of Mrs. Saroja Malik as Whole Time Director
2009-2010	Mirador Hotel, New Link Road, Opp. Solitare Corporate Park, Chakala, Andheri (East), Mumbai- 400059.	September 30, 2010 2.30 p.m.	NIL

B. Extraordinary General Meeting held during the past 3 years:

YEAR	LOCATION	DATE & TIME	SPECIAL RESOLUTIONS PASSED
2010-2011	Mirador Hotel, New Link Road, Opp. Solitare Corporate Park, Chakala, Andheri (East), Mumbai- 400059.	January 31, 2011 2.30 p.m.	a) Raising of funds up to an amount not exceeding Rs. 350 crores including QIP/ FCCB/ADR/GDR etc. b) Increase in borrowing powers of the Company upto Rs. 400 crores c) Creation of Mortgage and/ or Charge of Movable and Immovable Properties of the Company

C. Postal Ballot conducted during the year under review:

DATE OF BOARD MEETING	DESCRIPTION	% OF VALID VOTES IN FAVOUR OF THE RESOLUTION	SCRUTINIZER FOR CONDUCTING THE POSTAL BALLOT
April 29, 2010	a) Ordinary Resolution u/s 94(1) (d) of the Companies Act, 1956 for Sub-division of equity shares of Rs. 10/- each of the Company into two equity shares of Rs. 5/- each.	99.99	Mr. Narayan Parekh, Partner of M/s PRS Associates, Practicing Company Secretaries, Mumbai
	b) Ordinary Resolution u/s 16, 94 of the Companies Act, 1956 for amendment of Capital Clause of Memorandum of Association of the Company.	99.99	
	c) Special Resolution u/s 81(1A) of the Companies Act, 1956 to approve Employees Stock Option Scheme named as "GENESYS ESOP SCHEME-2010" to permanent Employees and Directors of the Company.	99.99	
	d) Special Resolution u/s 81(1A) of the Companies Act, 1956 to approve Employees Stock Option Scheme named as "GENESYS ESOP SCHEME-2010" to permanent Employees and Directors of the Subsidiary Companies.	99.99	
	e) Special Resolution u/s 81(1A) of the Companies Act, 1956 to issue further capital through Qualified Institutions Placement (QIP) and/or Foreign Currency Convertible Bonds and /or Global Depository Receipts and / or American Depository Receipts upto a sum of INR 150 crores (Or an equivalent amount in one or more foreign currencies at the prevailing exchange rate)	99.99	
	f) Ordinary Resolution u/s 293(1)(d) of the Companies Act, 1956 for increase in borrowing powers of the Company upto Rs. 175 crores	99.99	
	g) Ordinary Resolution u/s 293(1)(a) of the Companies Act, 1956 for Mortgage and/ or charge of movable and immovable properties of the Company	99.99	

The results of the Postal Ballot were declared by the Board of Directors at its meeting held on June 14, 2010. The procedure followed for Postal Ballot was as per section 192A of the Companies Act, 1956 and Rules made thereunder namely Companies (Passing of the Resolution by Postal Ballot) Rules, 2001. No Resolution is proposed to be passed through Postal Ballot in the forthcoming Annual General Meeting.

9. CEO/CFO CERTIFICATION:

As required under Clause 49 V of the Listing Agreement with the Stock Exchanges, the Chairman & Managing Director and Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year

ended March 31, 2011.

10. STATUS OF COMPLIANCE OF NON MANDATORY REQUIREMENT

A. Remuneration Committee

Your Company has a Remuneration Committee, the details of which have been already provided under the section "Remuneration Committee".

B. Audit Qualification

There are no audit qualifications in the Company's financial statements for the year under review.

C. Whistle Blower Policy

The Board of Directors of the Company has adopted a Whistle Blower Policy for establishing a mechanism for employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Employees can even have direct access to the Audit Committee with regard to any questions, concerns or complaints. This is in line with the Code of Conduct that the Company has adopted and the same can be accessed on Company's website www.igenesys.com.

11. GENERAL SHAREHOLDERS' INFORMATION:

A. Registered Office:

73-A, SDF-III, SEEPZ, Andheri (East),
Mumbai 400 096.
Tel: 91.22.4488 4488,
Fax: 91.22.2829 0603
Website: www.igenesys.com

B. Registrar & Share Transfer Agent:

Bigshare Services Private Limited
Unit: Genesys International Corporation
Limited

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

C. Investors Correspondence

Mr. Sunil Dhage, Group Legal Head,
Company Secretary and Compliance Officer
Genesys International Corporation Limited
73-A, SDF III, SEEPZ, Andheri (East),
Mumbai – 400 096
Tel: 91.22.44884488
Fax: 91.22.2829 0603
Email: a) sunil.dhage@igenesys.com,
b) investors@igenesys.com

D. Annual General Meeting :

Day & Date: Thursday, September 22, 2011
Time: 2.30 p.m.
Venue: Kohinoor Continental, Andheri-Kurla
Road, Andheri (East), Mumbai - 400 059

E. Book Closure:

The Register of Members and the Share Transfer Books of the Company shall remain closed from August 20, 2011 to August 30, 2011 (both days inclusive) for payment of Dividend.

F. Dividend payment Date:

On or before October 3, 2011

G. Means of Communication:

The Company publishes quarterly financial results, notices and other advertisements in Economic Times, Business Standard, Maharashtra Times and Sakal regularly. Additionally, the results and other important information are displayed on the Company's website www.igenesys.com

H. Listing of Shares:**a. Equity Shares**

The equity shares are at present listed at the following Stock Exchanges:

Sr. No.	Name of the Stock Exchange	Stock Code / Symbol
1.	Bombay Stock Exchange Limited P. J. Towers, Dalal Street, Fort, Mumbai- 400 001	506109
2.	National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai -400 051	GENESYS

Listing fees have been paid to both the Stock Exchanges as per their schedule.

b. ISIN Code for the Company's equity shares: INE727B01026

c. Corporate Identity Number (CIN): L65990MH1983PLC029197

I. Market Price Data:

The high and low market price of the equity shares of Rs.5/- each during the year 2010-11 at the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) were as under:

Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2010#	374.00	270.25	330.95	314.07
May, 2010#	374.35	311.30	352.51	336.46
June, 2010*	437.90	194.05	336.62	318.71
July, 2010	206.90	181.50	195.11	188.73
August,2010	249.70	189.05	228.76	215.97
September,2010	274.50	224.70	251.86	238.87
October,2010	307.00	254.00	284.91	268.12
November,2010	315.00	253.75	291.00	276.34
December,2010	300.00	175.15	269.35	248.79
January, 2011	286.65	211.00	264.30	243.37
February,2011	259.50	190.00	233.70	214.53
March,2011	239.50	171.50	199.46	187.26

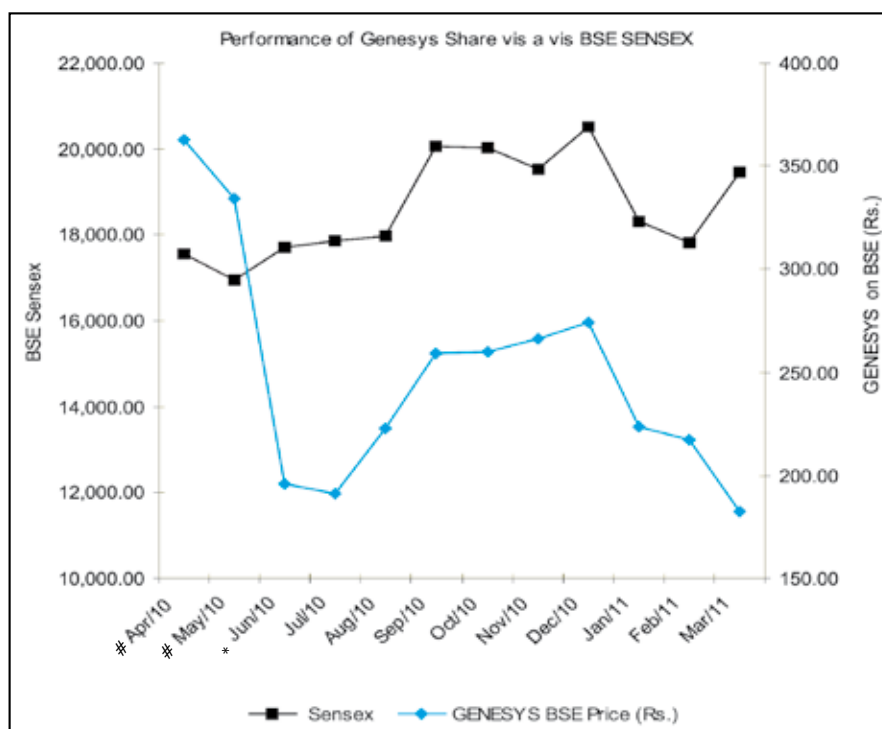
Equity shares of face value of Rs. 10/- each.

* Equity shares of face value of Rs. 10/- each were sub-divided into two equity shares of face value of Rs. 5/- each w.e.f. June 24, 2010.

GENESYS INTERNATIONAL CORPORATION LIMITED

J. Performance of Equity Shares of Rs. 5/- each:

Performance of the Company's shares in comparison to BSE Sensex is given in the chart below:



^ based on closing Price on Last Trading day of the Month

Equity shares of face value of Rs. 10/- each.

* Equity shares of face value of Rs. 10/- each were sub-divided into two equity shares of face value of Rs. 5/- each w.e.f. June 24, 2010.

K. Distribution of Shareholding:

Distribution Schedule of the Equity Shares as on March 31, 2011 is given below:-

No. of Equity Shares held	Shareholders		Share Capital	
	Number	% to Total	Amount in Rs.	% to Total
0001 - 5000	3536	86.80	37,21,530	2.49
5001 - 10000	235	5.77	18,52,125	1.24
10001 - 20000	101	2.47	14,56,125	0.98
20001 - 30000	55	1.35	14,11,845	0.95
30001 - 40000	26	0.64	9,01,850	0.60
40001 - 50000	30	0.74	14,13,250	0.95
50001 - 100000	40	0.98	29,95,915	2.01
100001 & above	51	1.25	13,54,84,920	90.78
Total	4074	100.00	14,92,37,560	100.00

L. Shareholding pattern:

The shareholding of different categories of the shareholders as on March 31, 2011 is given below:-

Description	Number of Shareholders	Number of Shares	% to Total
Promoters	5	1,75,67,734	58.86
Independent Directors & their relatives	5	4,11,684	1.38
Mutual Fund	4	5,800	0.02
Financial Institution	1	4,78,796	1.60
Body Corporate	263	18,98,394	6.36
FII's	4	25,63,837	8.59
NRIs	62	33,21,453	11.13
OCBs	1	100	0.00
Individuals / Trust	3686	35,85,402	12.01
Clearing Members	43	14,312	0.05
Total	4074	2,98,47,512	100.00

M. Dematerialization of Shares:

About 99.47 % of the total Equity Share Capital is held in dematerialized form with NSDL and CDSL as on March 31, 2011.

N. Share Transfer System

The Company's shares are traded on the stock exchanges compulsorily in demat mode. Shares in physical mode, which are lodged for transfer, are processed and returned within the stipulated time.

O. Plant Locations:

The Company is into the business of Geospatial services and hence does not require any manufacturing plants. However, it has offices/development centres in India and abroad. The addresses of the global development centres / offices of the Company are given elsewhere in the Annual Report.

P. Financial Calendar 2011-2012

First quarterly results	August 2011
Second quarterly / Half yearly results	October 2011
Third quarterly results	January 2012
Fourth quarterly results	May 2012
Annual General Meeting for the year ending on March 31, 2012	August 2012

Q. Dividend Payment:

On or before October 3, 2011.

R. Transfer of unclaimed dividend to Investor Education and Protection Fund:

Pursuant to Section 205C (2) of the Companies Act, 1956, unpaid/unclaimed dividends for the financial year 2002-03 have been transferred to the Investor Education & Protection Fund ('IEPF') on December 1, 2010.

GENESYS INTERNATIONAL CORPORATION LIMITED

Given below is the table of dates by which shareholders can claim the respective unclaimed dividend from the Company / Registrars and the date by which such unclaimed amount will be transferred to the Investor Education & Protection Fund.

Financial Year	Date of declaration of dividend	Amount remaining unclaimed / unpaid as on March 31, 2011 (Rs.)	Last date for claiming unpaid dividend amount (on or before)	Last date of transfer to IEPF
2007-2008	29/09/2008	1,23,264.00	November 03, 2015	December 02, 2015
2008-2009	29/09/2009	1,06,980.00	November 03, 2016	December 02, 2016
2009-2010	30/09/2010	46,810.00	November 04, 2017	December 03, 2017

DETAILS PURSUANT TO CLAUSE 49 IV (G)(i) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Brief Resume of Directors seeking appointment/ re-appointment:

Abbreviated resumes of the Directors of the Company seeking appointment/re-appointment

Name of Director	Mrs. Saroja Malik	Mr. Hemant Majethia	Mr. Anil Kumar Lakhina
Nature of Resolution	Re-appointment as Director	Re-appointment as Director	Appointment as Director
Date of Birth	September 28, 1937	May 24, 1966	February 12, 1948
Date of Appointment	January 17, 2000	January 17, 2000	January 12, 2011
Director Identification Number	00400421	00400473	00075255
Qualifications	B. Com., LL.B	B. Com. , ACA	B. Sc., LL.B., Masters in Public Administration., Retd. IAS Officer
Experience in specific functional areas	Legal compliance, Income Tax and Administration	Corporate Finance, Capital Markets Intermediation and Research	General Administration, Governance and Infrastructure Development
Directorship held in other Companies (including Foreign Companies and Private Companies)	1. GI Engineering Solutions Limited 2. Genesys Enterprises Inc. (USA) 3. Ventura Guaranty Limited	1. Ventura Guaranty Limited 2. Ventura Securities Limited 3. Ventura Commodities Private Limited 4. Karjat Properties Pvt. Ltd.	1. Karvy Infrastructure Resources Private Limited 2. Lanco Power Limited
Chairman / Member of Committees of other Companies	2	NIL	NIL
Number of Equity Shares held in the Company	3,85,758	10,304	NIL

Mrs. Saroja Malik, Director

Mrs. Saroja Malik is a Law Graduate and has more than 30 years of exhaustive experience in Legal and Income tax matters. She is the Whole-time Director of the Company. She also has flair in office administration. She supervises legal compliance and all tax related issues.

Mr. Hemant Majethia, Director

Mr. Hemant Majethia is a Commerce graduate and Chartered Accountant. He has more than eighteen years of varied experience in stock broking, capital market intermediation, corporate finance & advisory, research, management consultancy and taxation. He has an international exposure to the developed markets in Europe, US and the Far East. He is the Whole-Time Director of Ventura Securities Limited.

Mr. Anil Kumar Lakhina, Director

Mr. Anil Kumar Lakhina, is a retired IAS Officer decorated with Padmashree, one of the highest civilian honours given by the President of India. He had a distinguished career in urban infrastructure, governance and infrastructure development. He last held the position of Chairman and Managing Director of Rural Electrification Corporation Limited, the coveted Navratna Public Sector Undertaking. Mr. Lakhina holds a Masters in Public Administration from the JFK School of Government at Harvard University. He is a Bachelor of Science from Delhi University and a Bachelor of Law from Punjab University. Mr. Lakhina has around 34 years of leadership experience in various set ups in the Indian Government and a multilateral organization (G-15), spanning infrastructure, power, renewable energy, urban development, economic policy and public administration.

GREEN INITIATIVE

Ministry of Corporate Affairs (MCA), Government of India, has taken a Green initiative in the Corporate Governance by allowing paperless compliances by the Companies after considering provisions of the Information Technology Act, 2000 for legal validity of compliances under Companies Act, 1956 through Electronic Mode vide Circular No. 17/2011 dated April 21, 2011. MCA has provided that the Company would have complied with Section 53 of the Companies Act, 1956, if the service of documents has been made through electronic mode provided the company has obtained e-mail address of its Members for sending the notice/ documents through e-mail by giving an advance opportunity to every shareholder to register his/her e-mail address and changes therein from time to time with the company. In cases where any Members has not registered his/her e-mail address with the Company, the service of documents etc. will be effected by other modes of service as provided in Section 53 of the Companies Act, 1956.

Those Members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his/her Depository Participant / the Company's Registrar & Share Transfer Agents, M/s. Bigshare Services Pvt. Limited, as the case may be.

CEO/ CFO CERTIFICATION

The Board of Directors

Genesys International Corporation Limited

- (1) We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2011, 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.

Yours sincerely,

SAJID MALIK

Chairman & Managing Director

RATAN DAS

Chief Financial Officer

Place: Mumbai

Dated: 30th May 2011

DECLARATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT

The Members of
Genesys International Corporation Limited

Sub: Declaration under clause 49 of the Listing Agreement.

I hereby declare that all Directors and Designated Employees in the Senior Management of the Company have confirmed compliance with the Code of Conduct for the financial year ended March 31, 2011.

For GENESYS INTERNATIONAL CORPORATION LIMITED

SAJID MALIK
CHAIRMAN & MANAGING DIRECTOR

Place: Mumbai

Dated: May 30, 2011

REPORT OF THE PRACTICING COMPANY SECRETARY ON CORPORATE GOVERNANCE

CERTIFICATE

I have examined the compliance of the conditions of the Corporate Governance by Genesys International Corporation Limited ("the Company") for the year ended on 31st March, 2011 as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the 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 Listing Agreement.

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.

Place: Mumbai

Date: 30th May, 2011

Raju Ananthanarayanan

Company Secretary in Practice

Membership No: FCS- 4175

CP No: 8744

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY OVERVIEW AND DEVELOPMENTS

Geographical Information System (GIS) plays an important role in all walks of our modern life and it is said that it affects about 80% of our decisions today. It provides a better understanding of the spatial phenomenon that occurs around us. Such phenomenon however is complex in nature and requires a vast collection of data; integration of geographic data from different sources therefore is fundamental requirement to analyze and understand the problems that keeps relation with geography in one way or another.

There are two major markets for geo data. The first one is the consumer market driven by the mobile and internet technologies. With the proliferations of smart phones / tablets and corresponding with a huge upsurge expected in internet access, there is growing demand for geo data content to aid search, navigation and local commerce.

The other large market is the government and enterprise market wherein in the case of government increasingly GIS is a becoming a key source of information in various E governance related and city administration related projects. In Enterprises, utilities and infrastructure companies use GIS extensively for planning and operations and maintenance of field assets.

Governance & e-Government Initiative

Electronic Governance (e-governance) is a tool by which citizens can communicate with government. Information and Communication Technologies (ICT) provides appropriate e-government solutions for citizens with the help of Geographic Information Systems (GIS). User friendly GIS software can play an important role in planning, developing and implementation of government Programmes & Projects, in sectors like government development programs, land Records, Infrastructure sector, Health Sector, municipalities. E- Government introduces applications to support various dimensions

of government and for the service areas wherein transparency of services through technical interventions like those of Jedi could be effective, for example delivery of public services, where there is an online, Internet based, or electronic aspect to the delivery of the services.

E-Government provides many opportunities to improve the quality of services to the citizen (G2C), to business (G2B, B2B) as well as to government institutions (G2G).

GIS in Indian Context

Traditionally government has been one of the biggest users of geospatial services, as topographical surveying, mapping and updation of maps, has been recognized as a key to the growth and management of our urban agglomerates, infrastructure projects and rural development. With the urban population in India only going to increase in the next 25-30 years, we are undergoing a situation where there is a need of updated geospatial data and associated services. This need has been validated with schemes under the Ministry of Urban Development, which has been initiated in the current 11th Five Year Plan [FYP] and should get further boost in the coming 12th FYP, beginning 2012. Similarly there have been national level projects initiated for integrated land records mapping, asset mapping and consumer indexing for power reforms and more. These national level initiatives are at times fraught with challenges being faced by the geospatial industry. It's worth noting that importance of geospatial data services has been realized by the central government and its think tank at the planning commission; which is now bound to look into these impediments to unleash the hidden potential of the industry. What we need now is that the standard for providing geospatial services be created with minimum support price for the "Quality of Work" declared.

Challenges and Opportunities

In the internet / mobile consumer market, there is a huge

scope as internet access and speeds improve coupled with a device eco system which is highly supportive.

On the enterprise and government side, one of the key challenges lies in implementation especially in the government market.

While the relevance of GIS is well acknowledged by the Planning Commission of India, which makes it mandatory for some of the key national infrastructure projects like power reform, land records, urban renewal etc, the ability of the government to create a standard in terms of quality of data and minimum support price for the same has been limited and at times has proved critical for industry players, including Genesys in actively pursuing some of the upcoming projects.

With the National Land Records Modernization Programme in place, the government has set the agenda for the states to go ahead with the creation of GIS based land records. Genesys with its extensive experience in creating and maintaining the cadastral records and parcel maps looks forward to the upcoming opportunity in this sector.

Genesys with its cutting edge technology brings 3D mapping for large scale spatial data infrastructure projects. The key lies in doing large scale maps for metros and cities in short turnaround time. Time and accuracy of map data is very critical in our context, where the urban landscape is changing rapidly. Genesys has not only pioneered in this space, it has built expertise to manage large data sets too.

In India, there is a need to develop a centralized database that could serve information to multiple users across different geographical locations at a low cost without data redundancy. An affordable technology would be required that enables storage, maintenance and updating

of a central database with graphical user interface. The GIS technology provides most of the capabilities for generating and updating the database for e-Governance. GIS software has been found to be very useful in integrating and overlaying the information in an effective manner and displaying the results useful to planners and administrators.

Genesys has been part of the some of the national initiative to create national level data base like National Natural Resource Management System [ISRO], National Spatial Data Infrastructure for India [Dept. of Science & Technology], Bhuwan [ISRO] and recently the launch of National GIS [Ministry of Earth Science] has all aimed to create a single database at national level which could address a specific theme/issue. Genesys has been an active player in these initiatives, contributing wherever required from the private sector.

Internal Control System and its adequacy

The Company has put necessary process and systems in place to effectively control and monitor its operations. Compliance with process and systems are reviewed in view of the growth and complexity in the nature of Company's business. Such processes cover entire gamut of Company's operations, namely production, purchase, sales, support services, etc.

Two of our development centres, one each in Mumbai and Bangalore are ISO 2001 2000 certified, signifying a matured and reliable delivery system. Our new development centre in Mumbai will also be covered under ISO process in the current fiscal.

Considering the nature and size of the operations of the Company, the management believes, the internal control processes are in place and adequate to take care of the current need.

Discussion on Financial Performance

LIABILITIES AND ASSETS

Share Capital

During the year under review, the equity shares of the Company of Rs.10 each were sub-divided into two equity shares of Rs.5 each.

During the year, authorized share capital of the company is increased to Rs.2,500 lacs comprising of 500 lacs equity shares of Rs.5/- each from Rs.1,500 lacs comprising of 300 lacs equity shares of Rs. 5/- each.

Subsequently, as per the "Scheme" of amalgamation approved by the Honorable High Court, vide order dated 16th December, 2010, the Authorised share capital of the Company automatically stood increased without any further act, instrument or deed, by the Authorised share capital of erstwhile Genesys Worldeye Limited, amounting to Rs.50 lacs comprising of 10 lacs equity shares of Rs.5/- each. As such Authorised share capital of the Company is increased to Rs.2550 lacs comprising of 510 lacs equity share of Rs.5/- each.

Issued, Subscribed and Paid-up Share Capital of the Company, comprising of 29,847,512 equity shares of Rs.5 each, stood at Rs.1,492.38 lacs as on March 31, 2011.

There is no outstanding warrants / instruments convertible into equity shares as on the date of this report.

Reserves and Surplus

Reserves and Surplus consists of balance in Capital Reserve, General Reserve, Security Premium Account and Profit & Loss Account, besides debit balance in the exchange fluctuation reserve account arising out of consolidation.

Balance in General Reserve Account as on March 31, 2011 stood at Rs.1,800 lacs as against Rs.1,200 lacs in the earlier year. Balance in Share Premium Account continues to remain at Rs.353.70 lacs as on March 31, 2011 like at the end of previous fiscal.

Balance in the Profit & Loss Account stood at Rs.10,404.55 lacs as on March 31, 2011 as against Rs.6,835.04 lacs as on March 31, 2010.

Secured and Unsecured Loans

The Company did not have any Unsecured Loan as on March 31, 2011. During the year, the Company has however, made fresh borrowing of Rs.202.55 lacs as Secured Loan, to part finance acquisition of fixed assets. Balance of outstanding secured loan amount stood at Rs.192.34 lacs as on March 31, 2011.

Fixed Assets

During the year, the Company acquired Rs.3,123.71 lacs worth of fixed assets primarily to support its increased level of operations. Gross Block at the end 2010-11 is reported at Rs.7,398.37 lacs as against Rs.4,274.82 lacs reported in the previous year. Net Block at the end of the same period is reported at Rs.4,629.35 lacs as against Rs.2,166.46 lacs in the previous year.

The Company follows straight-line method of depreciation as per provision of Schedule XIV of the Companies Act, 1956. However, with regard to cameras, data processing equipments, software and GIS database, the Company provides depreciation at an accelerated rate to match with the useful life of the assets.

Sundry Debtors

Sundry Debtors, net of provisions, as on March 31, 2011, was at Rs3,137.94 lacs as against Rs.2,202.84 lacs at the end of earlier year. Sundry debtors represents around

120 days' sales outstanding at the end of the March 2011 as against 108 days in the earlier year.

Cash and Bank Balance

Total cash and bank balance as on March 31, 2011, was at Rs.4,130.81 lacs as against Rs.407.31 lacs in the earlier year. The Company maintains such balances in current, fixed deposit and EEFC accounts with scheduled banks and foreign banks.

Loans and Advances

Loans and advances represent cash outlay against which benefits are being received or expected to be received by the Company in future and include:

- Deposits for utility services and facilities
- Advance income tax paid and tax deducted at source
- Prepaid expenses
- Unbilled revenue
- Advance to other bodies corporate
- Deposit for survey related activities

On March 31, 2011, Loans and Advances stood at Rs.3,703.84 lacs as against Rs.2,246.55 lacs at the end of 2009-10.

Current Liabilities and Provisions

Current Liabilities and Provision primarily include trade creditors, tax deducted at source pending deposit with the government as on the balance sheet date, provision for employees benefits, proposed dividend, dividend distribution tax, other liabilities, etc.

Total of Current Liabilities and Provision as on March 31, 2011 was at Rs.2,375.12 lacs as against Rs.2,002.25 lacs in the previous year.

INCOME & EXPENDITURE

Income

During 2010-11, the Company recorded a total revenue of Rs.9,506.52 lacs as against Rs.7,428.58 lacs in the year 2009-10, up by around 30% over the previous year. The increase in revenue is largely attributable to higher volume of business executed by the Company. There is a marginal increase in the Other Income at Rs.269.90 lacs in 2010-11 as against Rs.238.21 lacs in the year 2009-10, which primarily includes income from bank deposits, inter corporate deposits and mutual funds. Net Profit after Tax (PAT) is reported at Rs. 4,603.13 lacs in 2010-11 vis-à-vis Rs.3,269.13 lacs in the earlier year, an increase of around 40% over previous year. Like revenue, increase in PAT is primarily attributable to larger volume of business, better realization of rate and optimum utilization of resources, etc.

Expenditure

The Company incurred total operating cost of Rs.4,881.64 lacs, including depreciation and finance cost, during 2010-11, as against Rs.3,769.94, which represents 50% of the total income in the current year as against 49% in the earlier year.

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.

AUDITORS REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Board of Directors of

Genesys International Corporation Limited,

1. We have examined the attached consolidated Balance Sheet of Genesys International Corporation Limited and its Subsidiaries as at 31st March 2011, the Consolidated Profit and Loss Account, and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These Consolidated Financial Statements are the responsibility of the Company's management and have been prepared on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of the subsidiary company whose financial statements reflect total assets of ₹ 54,641,003 as at 31st March, 2011, the total revenues of ₹ 492,552 and cash flows amounting to ₹ 14,269 for the year ended on that date. These financial statements have been audited by other auditors whose report has been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of the said subsidiary company is based solely on the report of the other auditors.
4. The sub subsidiary company, whose financial statements, reflect the Group's share of total assets of ₹ 9,864,889 as at 31st March, 2011, total revenues of Rs. 7,666,356 and cash outflow of ₹ 5,986,167 for the year ended on that date have not been audited and have been considered in Consolidated Financial Statements solely on the unaudited financial statements certified by the management. Our opinion, in so far as it relates to the amounts included in respect of the said sub subsidiary is based solely on the management certified accounts.
5. We report that the Consolidated Financial Statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21 (AS – 21) 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India.
6. Based on our audit and on consideration of report of other auditors on separate financial statements as well as management certified accounts and on the other financial information of the components and to the best of our information and according to explanations given to us, we are of the opinion that the attached Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India :
 - (a) In the case of the Consolidated Balance Sheet, of the consolidated state of affairs of Genesys International Corporation Limited Group as at 31st March, 2011;
 - (b) In the case of the Consolidated Profit and Loss Account, of the Profit for the year ended on that date; and
 - (c) In the case of the Consolidated Cash Flow Statement, of the Cash flows for the year ended on that date.

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

Firm Registration No.: 101961W

Saroj Maniar

Partner

Membership No:40803

Mumbai.

Dated : 30th May, 2011

GENESYS INTERNATIONAL CORPORATION LIMITED

CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH, 2011

PARTICULARS	SCHEDULE	2011		2010	
		₹	₹	₹	₹
SOURCES OF FUNDS					
1) SHAREHOLDERS FUNDS					
a) Share Capital	A	149,237,560		149,237,560	
b) Reserves & Surplus	B	1,259,580,943		839,059,718	
			1,408,818,503		988,297,278
2) LOAN FUNDS					
a) Secured Loans	C	19,234,098		-	
			19,234,098		-
Total			1,428,052,601		988,297,278
APPLICATION OF FUNDS					
1) FIXED ASSETS					
a) Gross Block	D	739,837,264		427,482,388	
b) Less : Depreciation / Amortization		276,902,555		210,836,139	
c) Net Block			462,934,709		216,646,249
d) Capital Work-in-progress (including capital advances)			-		2,669,033
2) INVESTMENTS	E		77,500,000		473,424,046
3) DEFERRED TAX CREDIT (NET)			16,496,515		8,555,081
4) CURRENT ASSETS, LOANS & ADVANCES	F				
a) CURRENT ASSETS					
(i) Sundry Debtors		313,793,820		220,284,352	
(ii) Cash & Bank Balances		413,081,388		40,730,886	
(iii) Other Current Assets		306,289		1,557,581	
			727,181,497		262,572,819
b) LOANS & ADVANCES					
			370,384,704		224,655,203
			1,097,566,201		487,228,022
LESS: CURRENT LIABILITIES & PROVISIONS					
G					
(i) Current Liabilities		93,898,275		56,612,036	
(ii) Provisions		143,613,991		143,613,117	
			237,512,266		200,225,153
Net Current Assets			860,053,935		287,002,869
5) Minority Interest			11,067,442		-
Total			1,428,052,601		988,297,278

Notes to the Accounts

L

The schedules referred to above form an integral part of the Balance Sheet

As per our report of even date attached
For **CONTRACTOR, NAYAK & KISHNADWALA**
CHARTERED ACCOUNTANTS
Firm Registration No.: 101961W

SAROJ MANIAR
PARTNER
Membership No. 40803
MUMBAI
30th May, 2011

For and on behalf of the Board Of Directors
SAJID MALIK CHAIRMAN & MANAGING DIRECTOR
HEMANT MAJETHIA DIRECTOR
GANAPATHY VISHWANATHAN DIRECTOR
SUNIL DHAGE COMPANY SECRETARY
MUMBAI
30th May, 2011

CONSOLIDATED PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST MARCH, 2011

PARTICULARS	SCHEDULE	2011		2010
		₹	₹	₹
INCOME				
Revenue from Operations		950,651,568		742,857,763
Other Income	H	26,990,214		23,821,173
Total		977,641,782		766,678,936
EXPENDITURE				
Personnel Costs	I	256,062,574		186,908,185
Operating and Other Costs	J	163,535,816		163,871,649
Finance Costs	K	2,466,502		1,630,005
Depreciation & Amortization		66,099,471		24,583,803
Total		488,164,363		376,993,642
Operating Profit Before Tax		489,477,419		389,685,294
Less : Exceptional Items (refer note no. 14 of schedule "L")		39,618,068		15,000,000
Less : Prior Period Adjustments		-		(1,325,148)
Profit Before Tax		449,859,351		376,010,442
Current Tax		2,800,000		43,700,000
Deferred Tax		(4,770,955)		6,454,976
Deferred Tax for earlier years		-		(1,037,888)
Tax Adjustment for earlier years		(4,428,175)		(19,904)
Profit After Tax		456,258,481		326,913,258
Less : Share of Profit/(Loss) of Minority		(4,054,097)		-
Net Profit		460,312,578		326,913,258
Balance brought forward from earlier years		683,504,618		440,097,373
Balance available for appropriation		1,143,817,196		767,010,631
APPROPRIATIONS :				
Transfer to General Reserve		60,000,000		40,000,000
Towards Interim Dividend		-		14,923,756
Towards Proposed Dividend		37,309,390		22,385,634
Towards Corporate Dividend Tax		6,052,516		6,196,623
Balance carried to Balance Sheet		1,040,455,290		683,504,618
		1,143,817,196		767,010,631
Earning per Share (Equity Share, par value of ₹ 5 each)				
Basic		15.42		10.95
Number of shares used in computing earnings per share		29,847,512		29,847,512
Diluted		15.42		10.95
Number of shares used in computing earnings per share		29,847,512		29,847,512

Notes to the Accounts

L

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

As per our report of even date attached

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

Firm Registration No.: 101961W

SAROJ MANIAR
PARTNER

Membership No. 40803
MUMBAI
30th May, 2011

For and on behalf of the Board Of Directors

SAJID MALIK

CHAIRMAN & MANAGING DIRECTOR

HEMANT MAJETHIA

DIRECTOR

GANAPATHY VISHWANATHAN

DIRECTOR

SUNIL DHAGE

COMPANY SECRETARY

MUMBAI
30th May, 2011

GENESYS INTERNATIONAL CORPORATION LIMITED

SCHEDULES

ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

PARTICULARS	2011 ₹	2010 ₹
Schedule A		
SHARE CAPITAL		
AUTHORISED		
51,000,000 Equity Shares of ₹ 5/- each	255,000,000	150,000,000
(Previous Year 15,000,000 Equity Shares of ₹ 10/- each)		
	255,000,000	150,000,000
ISSUED, SUBSCRIBED & PAID-UP		
29,847,512 Equity Shares of ₹ 5/- Each (Previous Year 14,923,756 Equity Shares of ₹ 10/- each) fully paid up (Out of the above 9,363,756 Equity Shares of ₹ 10/- each were allotted as fully paid up to the shareholders of the erstwhile 'Genesys International Corporation Limited' pursuant to the Scheme of Amalgamation approved by the High Court, Mumbai on 6th December, 1999 and 3,930,000 Equity Shares of ₹ 10/- each were issued on preferential basis to equity share warrants holders upon conversion of Equity Share Warrants into Equity Shares.	149,237,560	149,237,560
Total	149,237,560	149,237,560
Schedule B		
RESERVES & SURPLUS		
CAPITAL RESERVE	3,841,529	3,841,529
SHARE PREMIUM		
As per last Balance Sheet	35,370,000	35,370,000
GENERAL RESERVE		
As per last Balance Sheet	120,000,000	80,000,000
Transferred from Profit & Loss Account	60,000,000	40,000,000
	180,000,000	120,000,000
EXCHANGE FLUCTUATION RESERVE	(85,876)	(3,656,429)
PROFIT & LOSS ACCOUNT	1,040,455,290	683,504,618
Total	1,259,580,943	839,059,718
Schedule C		
SECURED LOANS		
From Others		
- Towards Vehicle Loan	19,234,098	-
(Amount repayable within 1 year is ₹ 63,81,959 (Previous Year ₹ Nil))		
Total	19,234,098	-

SCHEDULES

ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

Schedule D

FIXED ASSETS

Particulars	Gross Block						Depreciation / Amortization				Net Block	
	Opening Balance as at 1.04.10	Transfer / Adjustment	Addition During the year	Sale / Adjustment	Closing Balance as on 31.03.11	Up to 1.04.10	Transfer/ Adjustment	For the Year	On Deduction	Up to 31.03.11	As at 31.03.11	As at 31.03.10
Tangible Assets												
Leasehold Building	74,347,450	-	-	-	74,347,450	357,000	-	764,000	-	1,121,000	73,226,450	73,990,450
Leasehold Building Improvements	5,726,285	-	-	-	5,726,285	116,353	-	93,338	-	209,691	5,516,594	5,609,932
Computer Hardware	1,21,753,973	1,501,793	69,328,432	1,017,506	191,566,692	106,528,866	957,442	17,272,279	1,017,506	123,741,081	67,825,611	15,225,107
Furniture & Fixtures	32,807,137	1,663,083	1,248,441	186,299	35,532,362	14,017,385	1,091,471	2,348,594	186,163	17,271,287	18,261,075	18,789,752
Office Equipments	21,650,574	86,608	3,405,991	478,033	24,665,140	3,839,458	31,804	1,511,953	225,243	5,157,972	19,507,168	17,811,116
Vehicles	10,058,203	319,242	30,465,755	1,371,148	39,472,052	2,457,368	66,518	1,436,342	217,070	3,743,158	35,728,894	7,600,835
Camera Equipments	6,527,426	-	129,349,710	-	135,877,136	1,582,403	-	17,340,254	-	18,922,657	116,954,479	4,945,023
Electric Installation	3,518,610	-	-	-	3,518,610	102,516	-	222,729	-	325,245	3,193,365	3,416,094
Intangible Assets												
Computer Software	78,213,918	-	28,826,323	-	107,040,241	66,300,482	-	10,199,982	-	76,500,464	30,539,777	11,913,436
GIS Database	15,000,000	-	44,730,000	-	59,730,000	15,000,000	-	14,910,000	-	29,910,000	29,820,000	-
Patents & Licenses	534,308	-	-	534,308	-	534,308	-	-	534,308	-	-	-
Goodwill on consolidation	57,344,504	-	5,016,792	-	62,361,296	-	-	-	-	-	62,361,296	57,344,504
Total	427,482,388	3,570,726	312,371,444	3,587,294	739,837,264	210,836,139	2,147,235	66,099,471	2,180,290	276,902,555	462,934,709	216,646,249
Previous Year	301,301,421	-	133,797,922	7,616,955	427,482,388	190,908,052	-	24,583,803	4,655,716	210,836,139	216,646,249	110,393,369

GENESYS INTERNATIONAL CORPORATION LIMITED

SCHEDULES

ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

PARTICULARS	2011 ₹	2010 ₹
Schedule E		
INVESTMENTS (AT COST)		
(I) Long Term, Fully Paid up		
Other Investments - Unquoted		
(i) 2,162,000 Shares (Previous Year : 2,162,000); \$.01 par value, of Image Intelligence Inc., USA	69,618,068	69,618,068
(ii) Debentures - 9% Optionally Convertible Debentures in Ventura Securities Limited 650,000 OCD of ₹100/- each (Previous Year : 6,50,000)	65,000,000	65,000,000
(II) Current Investments		
Non Trade Investments - Unquoted		
Investments in units of Mutual Fund	12,500,000	368,805,978
	147,118,068	503,424,046
Less -		
Provision for diminution in value of long term investments in Image Intelligence Inc., USA	69,618,068	30,000,000
Total	77,500,000	473,424,046
Schedule F		
CURRENT ASSETS, LOANS & ADVANCES		
(A) CURRENT ASSETS		
(i) Sundry Debtors		
(Unsecured)		
Due for more than six months		
Considered good	59,924,324	60,702,730
Considered doubtful	21,849,858	23,472,543
	81,774,182	84,175,273
Less : Provision for Doubtful Debts	21,849,858	23,472,543
	59,924,324	60,702,730
Others - Considered good	253,869,496	159,581,622
	313,793,820	220,284,352
(ii) Cash & Bank Balances		
(a) Cash in Hand	1,117,729	1,290,594
(b) Balances with Scheduled banks		
In Current Accounts	15,839,632	17,794,621
In Fixed Deposit Accounts (Pledged with banks ₹ 2,90,77,984 Previous Year ₹ 99,64,741)	394,165,495	16,926,646
	411,122,856	36,011,861
(c) Balances with Foreign Banks		
In Current Accounts	1,958,532	4,719,025
	413,081,388	40,730,886
(iii) Other Current Assets		
(Unsecured-Considered good)		
Interest Accrued but not due	306,289	1,557,581
Total	727,181,497	262,572,819

SCHEDULES

ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

PARTICULARS	2011 ₹	2010 ₹
(B) LOANS & ADVANCES		
(Unsecured - Considered good)		
(i) Advances recoverable in cash or in kind or for the value to be received	64,760,094	26,326,011
(ii) Unbilled Revenues	93,624,823	1,796,596
(iii) Loan to Other Body Corporates	24,597,137	11,056,923
(iv) Prepaid Expenses	8,284,328	2,907,227
(v) Advance Taxes and Tax Deducted at Source	70,067,308	73,841,971
(vi) Facilities Deposits	51,355,000	51,355,000
(vii) Other Deposits	57,696,014	57,371,475
Total	370,384,704	224,655,203

Schedule G

CURRENT LIABILITIES & PROVISIONS

(a) CURRENT LIABILITIES		
Sundry Creditors	87,399,011	52,307,192
Advance from customers	825,385	144,094
Unclaimed Dividend	276,054	303,698
Interest accrued but not due on secured loans	135,740	-
Other Liabilities	5,262,085	3,857,052
Total	93,898,275	56,612,036
(b) PROVISIONS		
Provision for Retirement benefits	40,782,457	30,991,735
Interim/ Proposed Dividend	37,309,390	37,309,390
Provision for Taxation	59,469,628	69,115,369
Corporate Dividend Tax	6,052,516	6,196,623
Total	143,613,991	143,613,117

Schedule H

OTHER INCOME

Interest received (Tax Deducted at Source ₹ 14,83,075, Previous year ₹ 11,18,684)	13,325,536	11,178,689
Dividend from mutual fund investments (Current, Non Trade)	11,586,029	10,308,082
Profit on sale of units of mutual funds (Net)	1,262,113	32,568
Provision for Doubtful Debts written back	-	2,213,992
Profit on sale of fixed assets	67,710	-
Miscellaneous Income	748,826	87,842
Total	26,990,214	23,821,173

GENESYS INTERNATIONAL CORPORATION LIMITED

SCHEDULES

ANNEXED TO AND FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2011

PARTICULARS	2011 ₹	2010 ₹
Schedule I		
PERSONNEL COSTS		
Salaries , Allowances & Bonus	240,666,412	175,579,296
Staff Welfare	4,630,250	3,301,842
Contribution to Provident Fund & other funds	10,765,912	8,027,047
Total	256,062,574	186,908,185
Schedule J		
OPERATING AND OTHER COSTS		
Conveyance & Traveling	21,179,196	16,285,743
Legal & Professional Fees	27,204,913	20,133,977
Loss on sale of Fixed Assets	-	2,959
Provision for Loss on Mutual Fund Investment	-	142,923
Communication Expenses	7,355,572	6,523,171
Electricity and Water Charges	9,764,255	8,988,560
Repairs & Maintenance to Others	1,825,972	1,616,232
Project Expenses	44,637,603	64,294,078
Marketing Expenses	30,386	15,542,351
Bad debts	16,124,170	
Less - Adjusted against provision for doubtful debts	16,124,170	-
Miscellaneous Expenses	25,323,122	22,077,428
Rent	10,611,219	7,321,778
Remuneration to Auditors		
- Statutory Audit	514,175	528,961
- Tax Audit	75,000	75,000
- Other Services	512,918	338,488
Provision for Doubtful Debts	14,501,485	-
Total	163,535,816	163,871,649
Schedule K		
FINANCE COSTS		
Bank Charges	1,999,940	1,449,566
Interest to Banks		
- On Fixed Loans	-	55,767
- On Other Loans	466,562	124,672
Total	2,466,502	1,630,005

SCHEDULES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

1. Significant Accounting Policies

1.1 Basis of preparation of financial statements & Principles of Consolidation

- (a) The consolidated financial statements of Genesys International Corporation Limited (the 'parent company') and its subsidiaries (collectively referred to as 'the Group'), have been prepared and presented under the historical cost convention method applying accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP) in India and comply with the Accounting Standards ("AS") prescribed in the Companies (Accounting Standards) Rules, 2006.
- (b) Use of estimates – Preparation of consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results may differ from these estimates. Any revisions to accounting estimates are recognized prospectively in current and future periods.
- (c) The consolidated financial statements of the group are prepared in accordance with the principles and procedures prescribed by Accounting Standard -21 "Consolidated Financial Statements"

(AS-21). The financial statements of the parent company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions and resulting unrealized profit in full. The Consolidated financial statements have been prepared in Indian Rupees.

- (d) Goodwill/Capital Reserve – Goodwill represents the difference between the Company's share in the net worth of subsidiaries, and the cost of acquisition at each point of time of making the investment in the subsidiaries. For this purpose, the Company's share of net worth is determined on the basis of the latest financial statements prior to the acquisition after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition. The Goodwill recorded in the consolidated financial statements has not been amortized, but evaluated for impairment whenever events or changes in circumstances indicates that its carrying amount may be impaired.
- (e) The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and necessary adjustments required for deviations, if any, have been made in the consolidated financial statements.

SCHEDULES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

List of Foreign and Indian subsidiaries considered in the consolidated financial statements includes :

Name of the Entity	Nature of Relationship	Country of Incorporation	Extent of holding as on 31 st March, 2011
Genesys International (UK) Limited	Subsidiary	UK	100%
GeODC Limited	Subsidiary of Genesys International (UK) Limited	UK	69.88%

1.2 Revenue recognition and expenses

Revenues are recognized on accrual basis. Revenue from operations is accounted on the basis of services rendered and billed to / accepted by clients.

Unbilled revenue disclosed under Loans & Advances, represents amount recognized based on services performed in advance of billing in accordance with contract terms. Excess of billing over revenue recognized is classified as unearned revenue.

Interest income is recognized on accrual basis. Dividend income is recognized as and when right to receive payment is established.

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

1.3 Fixed Assets

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

1.4 Intangible Assets

Purchased software and GIS data base are capitalized at the acquisition price including directly attributable costs for bringing the asset into use, less accumulated depreciation. Direct expenditure 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 Accounting Standard on Intangible Assets (AS – 26) issued by the Institute of Chartered Accountants of India.

1.5 Depreciation / Amortization

Particulars	Depreciation Method	Rate
(A) Tangible Assets		
- Leasehold building	Straight line	Amortized over period of lease
- Computer hardware and data processing units	Straight line	3 to 5 year
- Camera equipments	Straight line	3 years
- Other assets	Straight line	At the rates applicable under local laws
(B) Intangible Assets		
- Computer software	Straight line	3 to 5 year
- GIS database	Straight line	3 years

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

SCHEDULES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1.6 Borrowing Costs

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

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

1.7 Impairment of assets

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

1.8 Investments

Investments are classified either as current or long term in accordance with Accounting Standard (AS) -13 on "Accounting for Investments".

Current investments are stated at lower of cost and fair value. Any reduction in the carrying amount and any reversal of such reductions are charged or credited to the Profit & Loss account.

Long Term Investments are stated at cost. Provision is made to recognize a decline, other than temporary, in the value of such investments.

1.9 Leases

1.9.1 Finance Lease

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

1.9.2 Operating Lease

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

1.10 Foreign Currency Transactions

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

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

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

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

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

SCHEDULES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1.11 Foreign currency translation

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

1.12 Employee Benefits :

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

losses and past service costs are recognized immediately in the Profit and Loss account.

1.13 Taxation

Income-tax comprises of current tax (i.e. amount of tax for the period determined in accordance with the respective income-tax laws of each country) and deferred tax (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantially enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that it will be realized in future; however, where there is unabsorbed depreciation and carry forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each Balance Sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

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

1.14 Earning per Share (EPS)

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

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

SCHEDULES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1.15 Provisions and Contingencies

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

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

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

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

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

2. Genesys Worldeye Limited – a wholly owned subsidiary of the Company has been amalgamated with the Company with effect from April 1, 2010 in terms of the scheme of amalgamation ('scheme') approved by the Honorable High Court of judicature at Mumbai, vide order dated December 16, 2010.

Genesys Worldeye Limited is in the business of state of the art terrestrial and 3D geo-content including location based and other computer based related services, information technologies services including Geographical Information Systems (GIS), systems, programs, data and word processing, multimedia, telecommunications, designing, technical, software development and data processing.

The merger would result in greater integration and greater financial strength which would result in maximizing overall shareholder value and will improve the competitive position of the combined entity.

Accordingly the Genesys Worldeye Limited stand dissolved without winding up and all assets and liabilities have been transferred to and vested with the Company with effect from April 1, 2010, the appointed date. As Genesys Worldeye Limited was wholly owned by the Company, no shares were exchanged to effect the amalgamation. The amalgamation was accounted as per the 'pooling of interest' method as prescribed in Accounting Standard "14" issued by the ICAI. All the assets and liabilities have been taken over at their respective book values as at the date of amalgamation.

In accordance with the "Scheme" of amalgamation approved by the Honorable High Court, an amount equal to the balance lying to the credit of "Profit & Loss Account" of the Genesys Worldeye Limited is credited to the "Profit & Loss Account" of the Company.

3. During the year under review the equity shares of the company of ₹ 10/- each is sub-divided into two equity share of ₹ 5/- each.

The authorized share capital of the company is increased to ₹ 25,00,00,000 comprising of 5,00,00,000 equity shares of ₹ 5/- each on 14th June, 2010 from ₹ 15,00,00,000 comprising of 3,00,00,000 equity shares of ₹ 5/- each.

Subsequently, as per the "Scheme" of amalgamation approved by the Honorable High Court, vide order dated 16th December, 2010 the Authorised Share Capital of the Company automatically stand increased without any further act, instrument or deed, by the Authorised Share Capital of Genesys Worldeye Limited, amounting to ₹ 50,00,00,000 comprising of 10,00,00,000 equity shares of ₹ 5/- each. As such Authorised Share Capital of the Company is increased to ₹ 25,50,00,000/- comprising of 5,10,00,000 equity share of ₹ 5/- each.

4. During the year, Aerial Surveyor Limited, UK a step down wholly owned subsidiary company has been dissolved.
5. During the year, wholly owned subsidiary Genesys

SCHEDULES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

International (UK) Limited has acquired further equity stake of 19.88% in Geodc Limited, UK. Total shareholding in Geodc Limited is now 69.88%.

6. Contingent Liabilities

Particulars	As at March 31, 2011 ₹	As at March 31, 2010 ₹
Contingent Liabilities		
Bank Guarantees*	2,39,99,627	52,87,751
Letter of Credit	7,42,050	62,91,330
Estimated amount of claims against the company not acknowledged as debts in respect of :		
Disputed demand for Income Taxes	4,43,05,764	7,12,766

* The guarantees are secured by Fixed Deposits worth ₹ 1,86,92,133 (Previous year ₹ 13,54,641) and Letter of credit is secured by Fixed Deposits worth ₹ 10,00,000 (Previous year ₹ 81,43,816).

7. The Company has obtained sanction for Post Shipment Line of Credit from State Bank of India. As on 31st March, 2011 outstanding amount is ₹ NIL. (Previous Year ₹ Nil).

Post Shipment Line of Credit facility 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, fixtures of the company located at the Company's offices at Bangalore and at 73, 73A, 75B, 77A & 77C SDF-III, Seepz, Andheri (East), Mumbai.
- Lien on Term Deposit Receipt of ₹ 93,85,851/- (Previous year ₹ 86,10,100).
- Personal guarantees of Whole-time Director, Managing Director and Executive Director of the Company.
- Pledge of Promoters' shares having a market value of ₹ 14,32,96,186/- (Previous year ₹ 11,97,34,457) as on 31st March, 2011.

During the year the Company has taken vehicle loans from Tata Capital Limited, and HDFC bank Ltd. which are fully secured by the hypothecation of the vehicles taken on finance. Amount outstanding as on 31st March, 2011 is ₹ 1,92,34,098 (Previous Year ₹ Nil).

8. Particulars of Managerial Remuneration :

Particulars	As at March 31, 2011 ₹	As at March 31, 2010 ₹
Salary and allowances	1,21,05,201	1,11,32,114
Commission to Non-executive director	40,00,000	24,00,000
Total	1,61,05,201	1,35,32,114

The above figures do not include provision for Gratuity and premium paid for Group medical insurance as separate actuarial valuation/ premium paid are not available for the Managing and Whole-time Directors.

9. Employee Benefits:

(I) Post-employment benefits plans

(a) Defined Contribution Plans –

In respect of the defined contribution plans, an amount of ₹ 75,51,906/- (Previous Year ₹ 62,03,020/-) has been recognized in the Profit & Loss account for the year towards employer share of PF contribution.

(b) 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 Profit & Loss account for the period in which they occur.

SCHEDULES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(ii) Principal actuarial assumptions :

Particulars	FY 2010-11 Gratuity	FY 2009-10 Gratuity
Discount Rate	8.3% p.a.	8.3% p.a.
Salary Escalation -		
First 5 years	12% p.a.	12% p.a.
Next 5 years	10% p.a.	10% p.a.
Thereafter	7% p.a.	7% p.a.

(iii) Reconciliation of Benefit Obligation :

Particulars	FY 2010-11 Gratuity ₹	FY 2009-10 Gratuity ₹
Liability at the beginning of the year	1,40,48,678	3,81,96,285
Interest Cost	12,71,763	26,46,935
Current Service Cost	26,84,071	26,12,939
Benefit Paid	(3,93,894)	12,15,265
Actuarial (Gain)/ Loss on Obligations	(7,96,696)	(2,81,92,216)
Amount recognised and disclosed under the head "Provision for Employees Benefits"	1,68,13,922	1,40,48,678

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

Particulars	FY 2010-11 Gratuity ₹	FY 2009-10 Gratuity ₹
Current Service Cost	26,84,071	26,12,939
Interest Cost	12,71,763	26,46,935
Net Actuarial (Gain)/ Loss recognized	(7,96,696)	(2,81,92,216)
Expenses recognised in Profit and Loss account	31,59,138	(2,29,32,342)

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

Particulars	FY 2010-11 Gratuity ₹	FY 2009-10 Gratuity ₹
Liability at the end of the year	1,68,13,922	1,40,48,678
Fair Value of Plan assets at the end of the year	-	-
Difference	1,68,13,922	1,40,48,678
Amount shown in Balance Sheet	1,68,13,922	1,40,48,678

GENESYS INTERNATIONAL CORPORATION LIMITED

SCHEDULES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10. Related party transactions:

List of Related Parties:-

A. Key Management Personnel

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

B. Principal Shareholder

M/s Kilam Holdings Ltd., Mauritius

Details of Transactions with related parties are as follows:

	Year ended 31st March 2011 ₹	Year ended 31st March 2010 ₹
Remuneration to Key Managerial Personnel:		
Mr. Sajid Malik	36,60,000	36,60,000
Mrs. Saroja Malik	35,99,996	26,12,114
Col. J. Jacob	35,00,040	35,00,000
Mr. Sohel Malik	48,45,205	48,60,000
Total	1,56,05,241	1,46,32,114

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

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

SECONDARY SEGMENT (Geographical Segment based on Sales Continentwise)

Segment Revenue	FY 2010 – 2011 ₹	FY 2009 – 2010 ₹
North America	3,56,69,969	3,21,20,0413
European Union	73,91,37,385	20,68,01,512
Middle East	7,113,757	-
Austral Asia	3,34,85,624	1,73,66,082
Asia	13,52,44,833	19,74,89,756
Total Revenue from Operations	95,06,51,568	74,28,57,763

SCHEDULES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

12. Earnings per share:

Sr. No.	Particulars	March 31, 2011	March 31, 2010*
1.	Number of Equity Shares of ₹ 5/- each	2,98,47,512	2,98,47,512
2.	Number of Equity Shares after potential dilution	2,98,47,512	2,98,47,512
3.	Weighted average number of Equity outstanding during the year	2,98,47,512	2,98,47,512
4.	Net Profit after tax	₹ 46,03,12,578	₹ 32,69,13,258
5.	Basic EPS	₹ 15.29	₹ 10.96
6.	Diluted EPS	₹ 15.29	₹ 10.96
7.	Nominal Value of shares	₹ 5	₹ 5

*Restated after giving effect of sub-division of equity shares of ₹ 10 each into ₹ 5 each.

13. (a) In accordance with the Accounting Standard – 22 (AS – 22) “Accounting for Taxes on Income” issued by the Institute of Chartered Accountants of India which became mandatory from 1st April 2001, the Company has considered the effect of timing differences and accordingly accounted for Deferred Tax.
- (b) The Group’s operations in India are entitled to a tax holiday under Section 10AA of Indian Income Tax Act, 1961, in the current year. Deferred Tax Assets and Liabilities as at the balance sheet date resulting from timing differences between book profit and tax profit are not considered to the extent they are expected to get reversed within the tax holiday period. The break-up of net deferred tax assets / (liability) is as under -

Particulars	As at March 31,2011 ₹	As at March 31,2010 ₹
Deferred Tax Assets		
Provision for Employee Benefits	1,12,80,053	98,97,513
Losses	96,35,828	30,41,073
	2,09,15,881	1,29,38,586
Deferred Tax Liability		
Fixed Assets (Depreciation/Amortization)	44,19,366	43,83,505
Net Deferred Tax (Liability)/Assets	1,64,96,515	85,55,081

Net Deferred Tax Assets of ₹ 47,70,955 for the current year have been recognized in the Profit & Loss account (Previous year Deferred Tax liability of ₹ 54,17,088).

14. The Company holds investments in Image Intelligence Inc. and net worth of the investee company has been fully eroded as on 31st December, 2010. Hence the management has decided to provide for ₹ 396.18 lacs towards diminution in the value of investments being of permanent nature.
15. Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with the parent company's financial statements.
16. Figures for previous year have been re-grouped/re-classified wherever necessary to conform to current year's presentation.

As per our report of even date attached

For **CONTRACTOR, NAYAK & KISHNADWALA** For and on behalf of the Board Of Directors

CHARTERED ACCOUNTANTS

Firm Registration No.: 101961W

SAROJ MANIAR

PARTNER

Membership No. 40803

MUMBAI

30th May, 2011

SAJID MALIK

HEMANT MAJETHIA

GANAPATHY VISHWANATHAN

SUNIL DHAGE

MUMBAI

30th May, 2011

CHAIRMAN & MANAGING DIRECTOR

DIRECTOR

DIRECTOR

COMPANY SECRETARY

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2011

PARTICULARS	2011		2010	
	₹	₹	₹	₹
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit after tax and extraordinary items		460,312,578		326,913,258
Adjustments for:				
Depreciation & Amortization	66,099,471		24,583,803	
Interest & Dividend/Gains from securities	(26,990,214)		(23,821,173)	
Provision for Current Tax	2,800,000		43,700,000	
Deferred Tax Credit	(4,770,955)		5,417,088	
Deferred Tax Adjustment	(3,170,479)		-	
Tax adjustment for earlier years	(4,428,175)		(19,904)	
Profit on sale of fixed assets	(67,710)		-	
Interest Paid	466,562		180,439	
Unrealised Loss	5,409,297		9,029,660	
Provision for Doubtful Debts	14,501,485		13,280	
Provision for Diminution in value of Investments	39,618,068		15,000,000	
		89,467,350		74,083,192
Operating Profit before working capital changes		549,779,928		400,996,450
Add/(Less) : Increase/Decrease in Operating Working Capital				
(Increase)/Decrease in Trade Receivable	(114,170,323)		(108,835,257)	
(Increase)/Decrease in Other Current Assets	1,251,292		1,332,560	
(Increase)/Decrease in Loans and Advances	(135,969,146)		(56,147,562)	
Increase/(Decrease) in Current Liabilities and Provisions	39,842,308		(156,710,690)	
		(209,045,869)		(320,360,949)
CASH GENERATED FROM OPERATIONS		340,734,059		80,635,501
Taxes (Paid) - (including TDS) / Refund received		3,774,663		(26,946,773)
NET CASH FLOW FROM OPERATING ACTIVITIES [A]		344,508,722		53,688,728
B CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of fixed assets (Including Capital Advances)	(311,125,902)		(33,036,264)	
Interest & Dividend/Gains from securities	26,990,214		23,821,173	
Sale of Fixed Asset	1,474,714		28,794	
(Loan)/Receipt to/from other body corporates	(13,540,214)		54,933,214	
Minority Interest of Sub-Subsidiary Geodc Ltd	(11,067,442)		-	
Sale of Investments in Mutual Fund	356,305,978		(264,319,673)	
NET CASH USED IN INVESTING ACTIVITIES [B]		49,037,348		(218,572,756)
C CASH FLOW FROM FINANCING ACTIVITIES				
Receipt from Secured Loans	19,234,098		(1,148,577)	
Interest Paid	(466,562)		(180,439)	
Dividend & Dividend Tax Paid	(43,533,657)		(34,921,937)	
NET CASH FLOW FROM FINANCING ACTIVITIES [C]		(24,766,121)		(36,250,953)
NET INCREASE IN CASH & CASH EQUIVALENTS [A + B + C]		368,779,949		(201,134,981)
CASH & CASH EQUIVALENTS (OPENING BALANCE)		43,851,160		244,986,141
CASH & CASH EQUIVALENTS (CLOSING BALANCE)		412,631,109		43,851,160
(includes fixed deposits of ₹ 39,41,65,495)				
(Fixed deposits pledged against Bank Guarantees and Post Shipment				
Credit ₹ 2,90,77,984 Previous Year ₹ 99,64,741)				
Notes:				
Breakup of Cash and cash equivalents - Closing balance				
Cash on hand and balances with banks		413,081,388		40,730,886
Exchange difference on translation of foreign		(450,279)		3,120,274
currency accounts / deposits				
		412,631,109		43,851,160

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

For **CONTRACTOR, NAYAK & KISHNADWALA**
CHARTERED ACCOUNTANTS
 Firm Registration No.: 101961W

SAROJ MANIAR
 PARTNER
 Membership No. 40803
 MUMBAI
 30th May, 2011

For and on behalf of the Board Of Directors

SAJID MALIK
HEMANT MAJETHIA
GANAPATHY VISHWANATHAN
SUNIL DHAGE
 MUMBAI
 30th May, 2011

CHAIRMAN & MANAGING DIRECTOR
 DIRECTOR
 DIRECTOR
 COMPANY SECRETARY

STATEMENT PURSUANT TO EXEMPTION RECEIVED UNDER SECTION 212(8) OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES

(Amount in ₹)

Sr. No.	Name of the Subsidiary Company	Country	Reporting Currency	Exchange Rate	Capital	Reserves	Total Assets	Total Liabilities	Investment other than investment in subsidiary	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend
1	Genesys International (UK) Limited	United Kingdom	GBP	72.90	56,964,060	(1,007,697)	56,111,130	154,767	-	492,552	445,379	-	445,379	-
2	GEODC Limited	United Kingdom	GBP	72.90	12,101	(37,149,548)	14,496,821	51,634,268	-	7,965,683	(17,017,686)	(3,558,003)	(13,459,683)	-

REPORT OF THE AUDITORS

TO THE SHAREHOLDERS OF GENESYS INTERNATIONAL CORPORATION LIMITED

1. We have audited the attached Balance Sheet of **Genesys International Corporation Limited** as at 31st March 2011, the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - 4.1. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - 4.2. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - 4.3. The Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - 4.4. In our opinion, the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report read with our comments in para 6 below comply with the Accounting Standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable, and
5. On the basis of written representations received from the directors of the Company as at 31st March, 2011 and taken on record by the Board of Directors, we report that none of the directors of the Company, have any disqualifications as referred to in clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
6. Without qualifying our report, attention is invited to note no 22 a(i) in Schedule L regarding non provision for diminution in the value of investments in foreign subsidiary companies for reasons mentioned therein and note no 22 a (ii) in Schedule L regarding debts due from the sub subsidiary company being considered as good for recovery.
7. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the significant accounting policies and notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- in the case of the Balance Sheet, of the State of Affairs of the Company as at 31st March 2011,
- in the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date, and
- in the case of the Cash Flow Statement, of the Cash Flows of the Company for the year ended on that date.

For **Contractor, Nayak & Kishnadwala**
Chartered Accountants
Firm's Registration No: 101961W

Saroj Maniar
Partner
Membership No 40803
Mumbai
Dated : May 30th, 2011

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Paragraph 3 of our Report of even date on the Accounts for the year ended 31st March, 2011 of **Genesys International Corporation Limited**)

1.
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The fixed assets have been physically verified by the management during the year. As informed to us, no material discrepancies were noticed on such verification. In our opinion, frequency of verification is at reasonable intervals.
 - c) During the year, the Company has not disposed off any substantial part of the fixed assets.
2. The Company's nature of operations does not require it to hold inventories. Consequently, clause 4(ii) of the Companies (Auditor's Report) Order, 2003, as amended ('the Order') is not applicable.
3. The Company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. Hence the provisions of clauses (iii)(b) to (iii)(g) of paragraph 4 of the Order are not applicable to the Company.
4. There are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and for sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5.
 - a) The particulars of contracts and arrangements referred to in section 301 of the Companies Act 1956 have been entered in the register maintained under section 301 of the said Act.
 - b) The transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices and other relevant factors at the time of transaction.
6. The Company has not accepted any deposits from the public and consequently the provisions of section 58A and 58AA of the Companies Act, 1956 and the rules framed thereunder are not applicable.
7. In our opinion, the Company has an internal audit system which is commensurate with its size and nature of its business.
8. As explained no cost records have been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 in respect of the activities carried out by the Company.
9.
 - a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other statutory dues were outstanding, at the year end, for a period

of more than six months from the date they became payable.

- (c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows.

Name of the statute	Nature of dues	Amount ₹	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	181.26 lacs	Assessment Year 2007-08 & 2008-09	Commissioner of Income Tax (Appeals)

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

Company has invested in shares of foreign and Indian subsidiary companies and other bodies corporate which have been held in its own name. The company has also invested in the debentures of its associate company which have been held in its own name.

15. The Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company has not raised any term loans during the entire year.
17. On an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long term investment.
18. During the year, the Company has not made preferential allotment of shares to parties and companies covered under the register maintained u/s 301 of the Act.
19. The Company does not have any outstanding debentures during the year.
20. The Company has not raised any money by public issues during the year.
21. During the course of our audit and as explained, no fraud on or by the Company has been noticed or reported during the year to us.

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

Firm's registration no: 101961W

Saroj Maniar

Partner

Membership No 40803

Mumbai

Dated: May 30th, 2011

BALANCE SHEET

AS AT 31ST MARCH, 2011

PARTICULARS	SCHEDULE	2011		2010
		₹	₹	₹
SOURCES OF FUNDS				
1) SHAREHOLDERS FUNDS				
a) Share Capital	A	149,237,560		149,237,560
b) Reserves & Surplus	B	1,283,571,518		807,150,990
			1,432,809,078	956,388,550
2) LOAN FUNDS				
a) Secured Loans	C	19,234,098		-
			19,234,098	-
Total			1,452,043,176	956,388,550
APPLICATION OF FUNDS				
1) FIXED ASSETS				
a) Gross Block	D	670,978,670		235,297,039
b) Less : Depreciation / Amortization		272,269,888		200,346,988
c) Net Block			398,708,782	34,950,051
2) INVESTMENTS				
	E		138,524,987	534,949,033
3) DEFERRED TAX ASSET (NET)				
			6,860,687	5,514,008
4) CURRENT ASSETS, LOANS & ADVANCES				
a) CURRENT ASSETS				
(i) Sundry Debtors		353,854,967		126,068,616
(ii) Cash & Bank Balances		412,541,651		34,712,406
(iii) Other Current Assets		306,289		1,557,581
			766,702,907	162,338,603
b) LOANS & ADVANCES				
			370,438,585	381,626,440
			1,137,141,492	543,965,043
LESS: CURRENT LIABILITIES & PROVISIONS				
G				
(i) Current Liabilities		85,578,781		25,848,354
(ii) Provisions		143,613,991		137,141,231
			229,192,772	162,989,585
Net Current Assets			907,948,720	380,975,458
Total			1,452,043,176	956,388,550
Notes forming part of the Accounts				
L				

The schedules referred to above form an integral part of the Balance Sheet

As per our report of even date attached
For **CONTRACTOR, NAYAK & KISHNADWALA**
CHARTERED ACCOUNTANTS
Firm Registration No. : **101961W**

SAROJ MANIAR
PARTNER
Membership No. 40803
MUMBAI
30th May, 2011

For and on behalf of the Board Of Directors

SAJID MALIK CHAIRMAN & MANAGING DIRECTOR
HEMANT MAJETHIA DIRECTOR
GANAPATHY VISHWANATHAN DIRECTOR
SUNIL DHAGE COMPANY SECRETARY
MUMBAI
30th May, 2011

GENESYS INTERNATIONAL CORPORATION LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST MARCH, 2011

PARTICULARS	SCHEDULE	2011		2010
		₹	₹	₹
INCOME				
Revenue from Operations		948,488,474		620,567,105
Other Income	H	26,460,689		23,767,796
Total		974,949,163		644,334,901
EXPENDITURE				
Personnel Costs	I	245,829,039		147,125,637
Operating and Other Costs	J	152,503,411		127,576,019
Finance Costs	K	2,350,836		1,457,710
Depreciation / Amortization		65,530,847		17,510,826
Total		466,214,133		293,670,192
Operating Profit Before Tax		508,735,030		350,664,709
Less : Exceptional Items (refer note no. 22(b) Schedule "L")		39,618,068		15,000,000
Profit Before Tax		469,116,962		335,664,709
Current Tax		2,800,000		39,800,000
Deferred Tax		(1,346,679)		8,458,161
Tax Adjustment for earlier years		(4,428,175)		(19,904)
Profit After Tax		472,091,816		287,426,452
Balance brought forward from earlier years		648,275,490		444,355,051
Add: Balance transferred on Amalgamation (refer note no. 3 Schedule "L")		47,690,618		-
Balance available for appropriation		1,168,057,924		731,781,503
APPROPRIATIONS :				
Transfer to General Reserve		60,000,000		40,000,000
Towards Interim Dividend		-		14,923,756
Towards Proposed Dividend		37,309,390		22,385,634
Towards Corporate Dividend Tax		6,052,516		6,196,623
Balance carried to Balance Sheet		1,064,696,018		648,275,490
		1,168,057,924		731,781,503
Earning per Share (Equity Share, par value of ₹ 5 each)				
Basic		15.82		9.63
Number of shares used in computing earnings per share		29,847,512		29,847,512
Diluted		15.82		9.63
Number of shares used in computing earnings per share		29,847,512		29,847,512

Notes forming part of the Accounts

L

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

As per our report of even date attached
For **CONTRACTOR, NAYAK & KISHNADWALA**
CHARTERED ACCOUNTANTS
Firm Registration No. : **101961W**

SAROJ MANIAR
PARTNER
Membership No. 40803
MUMBAI
30th May, 2011

For and on behalf of the Board Of Directors

SAJID MALIK

CHAIRMAN & MANAGING DIRECTOR

HEMANT MAJETHIA

DIRECTOR

GANAPATHY VISHWANATHAN

DIRECTOR

SUNIL DHAGE

COMPANY SECRETARY

MUMBAI
30th May, 2011

SCHEDULES

ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

PARTICULARS	2011 ₹	2010 ₹
Schedule A		
SHARE CAPITAL		
AUTHORISED		
5,10,00,000 Equity Shares of ₹ 5/- each	255,000,000	150,000,000
(Previous Year 1,50,00,000 Equity Shares of ₹ 10/- each)		
	<u>255,000,000</u>	<u>150,000,000</u>
ISSUED, SUBSCRIBED & PAID-UP		
2,98,47,512 Equity Shares of ₹ 5/- Each (Previous Year 1,49,23,756 Equity Shares of ₹ 10/- each) fully paid up (Out of the above 9,363,756 Equity were allotted as fully paid up to the shareholders Shares of ₹ 10/- each of the erstwhile 'Genesys International Corporation Limited' pursuant to the Scheme of Amalgamation approved by the High Court, Mumbai on 6th December, 1999 and 39,30,000 Equity Shares of ₹ 10/- each were issued on preferential basis to equity share warrants holders upon conversion of Equity Share Warrants into Equity Shares.	149,237,560	149,237,560
Total	<u>149,237,560</u>	<u>149,237,560</u>
Schedule B		
RESERVES & SURPLUS		
CAPITAL RESERVE		
	3,505,500	3,505,500
SECURITIES PREMIUM		
As per last Balance Sheet	35,370,000	35,370,000
GENERAL RESERVE		
As per last Balance Sheet	120,000,000	80,000,000
Transferred from Profit & Loss Account	60,000,000	40,000,000
	<u>180,000,000</u>	<u>120,000,000</u>
PROFIT & LOSS ACCOUNT		
	1,064,696,018	648,275,490
Total	<u>1,283,571,518</u>	<u>807,150,990</u>
Schedule C		
SECURED LOANS		
From Others		
- Towards Vehicle Loan	19,234,098	-
(Amount repayable within 1 year is ₹ 63,81,959 (Previous Year ₹ Nil))		
Total	<u>19,234,098</u>	<u>-</u>

SCHEDULES

ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

Schedule D

FIXED ASSETS

Particulars	Gross Block						Depreciation / Amortization					Net Block	
	As at 1.04.10	Transferred on Amalgamation refer note no. 3 of schedule "L"	Purchases	Sale during the year	As at 31.03.11	Up to 1.04.10	Transfer on Amalgamation refer note no. 3 of schedule "L"	For the Year	On Deductions	Up to 31.03.11	As at 31.03.11	As at 31.03.10	
Tangible Assets													
Leasehold Building	-	74,347,450	-	-	74,347,450	-	357,000	764,000	-	1,121,000	73,226,450	-	
Leasehold Building Improvements	-	5,726,285	-	-	5,726,285	-	116,353	93,338	-	209,691	5,516,594	-	
Computer Hardware	1,09,532,471	9,678,086	69,328,432	-	1,88,538,989	102,420,420	2,104,084	17,005,958	-	121,530,462	67,008,527	7,112,051	
Furniture & Fixtures	2,3,640,885	8,925,388	1,201,588	-	33,767,861	13,521,354	255,167	2,073,136	-	15,849,657	17,918,204	10,119,531	
Office Equipments	9,862,808	10,147,269	3,405,991	456,022	22,960,046	2,554,231	321,447	1,485,108	203,232	4,157,554	18,802,492	7,308,577	
Vehicles	5,578,387	4,177,910	30,465,755	750,000	39,472,052	2,013,505	372,759	1,436,342	79,448	3,743,158	35,728,894	3,564,882	
Camera Equipments	-	6,527,426	129,349,710	-	135,877,136	-	1,582,403	17,340,254	-	18,922,657	116,954,479	-	
Electric Installation	-	3,518,610	-	-	3,518,610	-	102,516	222,729	-	325,245	3,193,365	-	
Intangible Assets													
Computer Software	71,682,488	6,531,430	28,826,323	-	107,040,241	64,837,478	1,463,004	10,199,982	-	76,500,464	30,539,777	6,845,010	
GIS Database	15,000,000	-	44,730,000	-	59,730,000	15,000,000	-	14,910,000	-	29,910,000	29,820,000	-	
Total	235,297,039	129,579,854	307,307,799	1,206,022	670,978,670	200,346,988	6,674,733	65,530,847	282,680	272,269,888	398,708,782	34,950,051	
Previous Year	236,138,347	-	5,705,142	6,546,450	235,297,039	187,491,878	-	17,510,826	4,655,716	200,346,988	34,950,051	48,646,469	

SCHEDULES

ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

PARTICULARS	2011 ₹	2010 ₹
Schedule E		
INVESTMENTS (AT COST)		
(A) Long Term Investments, fully paid up		
Trade Investments - Unquoted		
(i) Investment in Wholly Owned Subsidiary Companies		
(ia) Nil Ordinary Shares of ₹ 10/- each (Previous Year : 50,000); in Genesys Worldeye Limited (refer note no. 3 Schedule "L")	-	500,000
(ib) 7,81,400 Ordinary Shares (Previous Year : 7,81,400); ₹ 1 par value, in Genesys International (UK) Ltd.	61,024,987	61,024,987
(ii) Other Investments - Unquoted		
(iia) 21,62,000 Shares (Previous Year : 21,62,000); \$.01 par value, of Image Intelligence, Inc., USA.	69,618,068	69,618,068
(iib) Debentures - 9% Optionally Convertible Debentures in Ventura Securities Limited 6,50,000 OCD of ₹ 100/- each (Previous Year : 6,50,000)	65,000,000	65,000,000
(B) Current Investments		
Non Trade Investments - Unquoted		
Investments in units of Mutual Fund (refer note no. 10 Schedule "L")	12,500,000	368,805,978
	208,143,055	564,949,033
Less - Provision for diminution in value of long term investments in Image Intelligence, Inc., USA	69,618,068	30,000,000
Total	138,524,987	534,949,033
Schedule F		
CURRENT ASSETS, LOANS & ADVANCES		
(a) CURRENT ASSETS		
(1) Sundry Debtors		
(Unsecured)		
Due for more than six months		
Considered good	100,449,036	74,064,241
Considered doubtful	21,849,858	26,797,368
	122,298,894	100,861,609
Less : Provision for Doubtful Debts	21,849,858	26,797,368
	100,449,036	74,064,241
Others - Considered good	253,405,931	52,004,375
	353,854,967	126,068,616
(2) Cash & Bank Balances		
(i) Cash in Hand		
	1,117,729	1,223,185
(ii) Balances with Scheduled Banks		
In Current Accounts	15,839,632	16,211,182
In Fixed Deposit Accounts (Pledged with banks ₹ 2,90,77,984 Previous Year ₹ 99,64,741)	394,165,495	16,926,646
	411,122,856	34,361,013
(iii) Balances with Foreign Banks		
In Current Accounts	1,418,795	351,393
(Maximum amount outstanding during the year ₹ 14,83,258 Previous Year ₹ 4,79,549)		
	412,541,651	34,712,406

GENESYS INTERNATIONAL CORPORATION LIMITED

SCHEDULES

ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

PARTICULARS	2011 ₹	2010 ₹
(3) Other Current Assets		
(Unsecured-Considered good)		
Interest Accrued but not due	306,289	1,557,581
Total	766,702,907	162,338,603
(b) LOANS & ADVANCES		
(Unsecured - Considered good)		
(i) Advances recoverable in cash or in kind for the value to be received	64,813,975	25,696,096
(ii) Unbilled Revenues	93,624,823	1,330,313
(iii) Loan to other body corporate	24,597,137	11,056,923
(iv) Loan to subsidiary company	-	160,725,239
(v) Prepaid Expenses	8,284,328	2,658,181
(vi) Advance Taxes and Tax Deducted at Source	70,067,308	71,837,234
(vii) Facilities Deposits	51,355,000	51,355,000
(viii) Other Deposits	57,696,014	56,967,454
Total	370,438,585	381,626,440
Schedule G		
CURRENT LIABILITIES & PROVISIONS		
(a) CURRENT LIABILITIES		
Sundry Creditors		
- Due to Micro, Small and Medium Enterprises (refer note no. 21 Schedule "L")	-	-
- Others	79,079,517	22,255,671
Advance from customers	825,385	144,094
Unclaimed Dividend	276,054	303,698
Interest accrued but not due on secured loans	135,740	-
Other Liabilities	5,262,085	3,144,891
Total	85,578,781	25,848,354
(b) Provisions		
Provision for Employee Benefits	40,782,457	29,796,077
Interim/ Proposed Dividend	37,309,390	37,309,390
Provision for Taxation	59,469,628	63,839,141
Corporate Dividend Tax	6,052,516	6,196,623
Total	143,613,991	137,141,231

SCHEDULES

ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR
ENDED 31ST MARCH, 2011

PARTICULARS	2011	2010
	₹	₹
Schedule H		
OTHER INCOME		
Interest received (Tax Deducted at Source ₹ 14,83,075, Previous year ₹ 11,11,532)	12,832,063	11,138,592
Dividend from mutual fund investments (Current, Non Trade)	11,586,029	10,308,082
Profit on sale of units of mutual funds (Net)	1,262,113	32,568
Provision for Doubtful Debts written back	-	2,200,712
Profit on sale of fixed assets	31,658	-
Miscellaneous Income	748,826	87,842
Total	26,460,689	23,767,796
Schedule I		
PERSONNEL COSTS		
Salaries , Allowances & Bonus	230,432,877	136,732,809
Staff Welfare	4,630,250	2,968,240
Contribution to Provident Fund & other funds	10,765,912	7,424,588
Total	245,829,039	147,125,637
Schedule J		
OPERATING AND OTHER COSTS		
Conveyance & Traveling	20,330,228	12,501,627
Legal & Professional Fees	26,782,766	15,594,237
Provision for Loss on Mutual Fund Investment	-	142,923
Communication Expenses	7,056,669	5,493,949
Electricity and Water Charges	9,764,255	7,919,780
Repairs & Maintenance to Others	1,311,321	1,289,390
Project Expenses	44,020,461	60,939,547
Bad debts	16,124,170	-
Less - Adjusted against provision for doubtful debts	16,124,170	-
Miscellaneous expenses	22,413,000	17,844,546
Rent	8,873,051	5,250,020
Remuneration to Auditors		
- Statutory Audit	425,000	350,000
- Tax Audit	75,000	50,000
- Other Services	275,000	200,000
Provision for Doubtful Debts	11,176,660	-
Total	152,503,411	127,576,019
Schedule K		
FINANCE COSTS		
Bank Charges	1,928,189	1,300,112
Interest to Banks		
- On Fixed Loans	-	55,767
- On Other Loans	422,647	101,831
Total	2,350,836	1,457,710

SCHEDULES

SCHEDULE L - NOTES TO THE ACCOUNTS

1. Company's Background

Genesys International Corporation Ltd. is engaged in providing Geographical Information Services comprising of Photogrammetry, Remote Sensing, Cartography, Data Conversion, state of the art terrestrial and 3D geo-content including location based and other Computer based related services.

2. Significant Accounting Policies

2.1 Basis of preparation of financial statements

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

2.2 Use of estimates

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

2.3 Revenue recognition and expenses

Revenues are recognized on accrual basis. Revenue from operations is accounted for on the basis of services rendered and billed to / accepted by clients.

Unbilled revenue disclosed under Loans & Advances, represents amount recognized based on services performed in advance of billing in accordance with contract terms. Excess of billing over revenue recognized is classified as unearned revenue.

Interest income is recognized on accrual basis. Dividend income is recognized as and when right to receive payment is established.

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

2.4 Fixed Assets

Fixed Assets are stated at cost of acquisition including directly attributable costs for bringing the assets to its present location and use, less accumulated depreciation. Advances paid, if any, towards the acquisition of fixed assets are disclosed under the head Capital Work-in-progress.

2.5 Intangible Assets

Purchased software and GIS data base are capitalized at the acquisition price including directly attributable costs for bringing the asset into use, less accumulated depreciation. 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 Accounting Standard on Intangible Assets (AS – 26) issued by the Institute of Chartered Accountants of India.

2.6 Depreciation / Amortization

Particulars	Depreciation Method	Rate
(A) Tangible Assets		
- Leasehold building	Straight line	Amortized over period of lease
- Computer hardware and data processing units	Straight line	3 to 5 year
- Camera equipments	Straight line	3 years
- Other assets	Straight line	Rates specified in schedule XIV
(B) Intangible Assets		
- Computer software	Straight line	3 to 5 year
- GIS database	Straight line	3 years

SCHEDULES

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.

2.7 Borrowing Costs

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

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

2.8 Impairment of assets

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

2.9 Investments

Investments are classified either as current or long term in accordance with Accounting Standard (AS) -13 on "Accounting for Investments".

Current investments are stated at lower of cost or fair value. Any reduction in the carrying amount and any reversal of such reductions are charged or credited to the Profit & Loss account.

Long Term Investments are stated at cost. Provision is made to recognize a decline, other than temporary, in the value of such investments.

2.10 Leases

2.10.1 Finance Lease

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

2.10.2 Operating Lease

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

2.11 Foreign Currency Transactions

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

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

The premium or discount arising at the inception of the forward exchange contracts related to underlying receivables and payables, 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 Subsidiary / other entities are recognized at the relevant exchange rates prevailing on the date of Investments.

All transactions of the foreign branch during the year are included in the accounts at the rate of exchange prevailing at the end of the month in which the transactions took place. Net Gain / Loss in foreign currency transactions are recognized in the Profit & Loss Account.

SCHEDULES

Monetary assets and liabilities are translated at the rates prevailing on the balance sheet date.

2.12 Employee Benefits

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

2.13 Taxation

2.13.1 Current Tax

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

Minimum Alternate Tax (MAT) credit is recognized in the Balance Sheet where it is probable that it will be adjusted against the discharge of the tax liability in future under the Income Tax Act, 1961.

2.13.2 Deferred Tax

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

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

Deferred tax assets on unabsorbed losses are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets will be realized.

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

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

2.14 Earning per Share (EPS)

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

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

2.15 Provisions and Contingencies

Provisions are recognized when the Company has a present obligation as a result of a past event, for

SCHEDULES

which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made.

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

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

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

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

3. Genesys Worldeye Limited – a wholly owned subsidiary of the Company has been amalgamated with the Company with effect from April 1, 2010 in terms of the scheme of amalgamation ('scheme') approved by the Honorable High Court of judicature at Mumbai, vide order dated December 16, 2010.

Genesys Worldeye Limited is in the business of state of the art terrestrial and 3D geo-content including location based and other computer based related services, information technologies services including Geographical Information Systems (GIS), systems, programs, data and word processing, multimedia, telecommunications, designing, technical, software development and data processing.

The merger would result in greater integration and greater financial strength which would result in maximizing overall shareholder value and will improve the competitive position of the combined entity.

Accordingly the Genesys Worldeye Limited stand dissolved without winding up and all assets and liabilities have been transferred to and vested with the Company with effect from April 1, 2010, the appointed date. As Genesys Worldeye Limited was wholly owned by the Company, no shares were exchanged to effect the amalgamation. The amalgamation was accounted as per the 'pooling of interest' method as prescribed in Accounting Standard "14" issued by the ICAI. All the assets and liabilities have been taken

over at their respective book values as at the date of amalgamation.

In accordance with the "Scheme" of amalgamation approved by the Honorable High Court, an amount equal to the balance lying to the credit of "Profit & Loss Account" of the Genesys Worldeye Limited is credited to the "Profit & Loss Account" of the Company.

4. During the year under review the equity shares of the Company of ₹ 10/- each is sub-divided into two equity shares of ₹ 5/- each.

The authorized share capital of the Company is increased to ₹ 25,00,00,000 comprising of 5,00,00,000 equity shares of ₹ 5/- each on 14th June, 2010.

Subsequently, as per the "Scheme" of amalgamation approved by the Honorable High Court, vide order dated 16th December, 2010 the Authorised share capital of the Company automatically stand increased without any further act, instrument or deed, by the Authorised share capital of Genesys Worldeye Limited, amounting to ₹ 50,00,000 comprising of 10,00,000 equity shares of ₹ 5/- each. As such Authorised share capital of the Company is increased to ₹ 25,50,00,000/- comprising of 5,10,00,000 equity share of ₹ 5/- each.

5. During the year, Aerial Surveyor Limited, UK a step down wholly owned subsidiary company has been dissolved.
6. During the year, wholly owned subsidiary Genesys International (UK) Limited has acquired further equity stake of 19.88% in Geodc Limited, UK. Total shareholding in Geodc Limited is now 69.88%.

7. Contingent Liabilities:

Particulars	As at March 31, 2011 ₹	As at March 31, 2010 ₹
Contingent Liabilities		
Bank Guarantees*	2,39,99,627	52,87,751
Letter of Credit	7,42,050	62,91,330
Estimated amount of claims against the company not acknowledged as debts in respect of :		
Disputed demand for Income Taxes	4,43,05,764	7,12,766

SCHEDULES

*The guarantees are secured by Fixed Deposits worth ₹ 1,86,92,133 (Previous year ₹ 13,54,641) and Letter of credit is secured by Fixed Deposits worth ₹ 10,00,000 (Previous year ₹ 81,43,816).

8. The Company has obtained sanction for Post Shipment Line of Credit from State Bank of India. As on 31st March, 2011 outstanding amount is ₹ NIL. (Previous Year ₹ Nil).

Post Shipment Line of Credit facility 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, fixtures of the company located at the Company's offices at Bangalore and at 73, 73A, 75B, 77A & 77C SDF-III, Seepz, Andheri (East), Mumbai.
- Lien on Term Deposit Receipt of ₹ 93,85,851 (Previous year ₹ 86,10,100).
- Personal guarantees of Whole-time Director, Managing Director and Executive Director of the Company.
- Pledge of Promoters' shares having a market value of ₹ 14,32,96,186/- (Previous year ₹ 11,97,34,457) as on 31st March, 2011.

During the year the Company has taken vehicle loans from Tata Capital Limited, and HDFC bank Ltd. which are fully secured by the hypothecation of the vehicles taken on finance. Amount outstanding as on 31st March, 2011 is ₹ 1,92,34,098 (Previous Year ₹ Nil).

9. Particulars of Managerial Remuneration:

Particulars	As at March 31, 2011 ₹	As at March 31, 2010 ₹
Salary and allowances	1,21,05,201	1,11,32,114
Commission to Non-executive director	40,00,000	24,00,000
Total	1,61,05,201	1,35,32,114

The above figures do not include provision for Gratuity and premium paid for Group medical insurance as separate actuarial valuation/

premium paid are not available for the Managing and Whole-time Directors.

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

Particulars	As at March 31, 2011 ₹	As at March 31, 2010 ₹
Profit after Tax	47,20,91,816	28,74,26,452
Add :		
Managerial remuneration	1,61,05,201	1,35,32,114
Provision for doubtful debts	1,11,76,660	(22,00,712)
Profit on sale of fixed assets	31,658	-
Exceptional Items (Provision for diminution in value of investments)	3,96,18,068	1,50,00,000
Provision for loss on mutual fund investments	-	1,42,923
Provision for taxation	(29,74,854)	4,82,38,257
Total	5,36,048,549	36,21,39,034
Less :		
Gain from mutual fund investment	1,262,113	32,568
Bad Debts	1,61,24,170	2,06,16,568
Net Profit in accordance with section 349 of the Companies Act, 1956	51,86,62,266	34,14,89,898
Maximum commission payable @ 1% of the net profit	51,86,623	34,14,899
Commission to Non-Executive Director restricted pursuant to contract	40,00,000	24,00,000

SCHEDULES

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

Name of the Mutual Fund	FY 2010-11							
	Opening Balance		Purchase		Sales		Closing Balance	
	No of Units	Value in ₹	No of Units	Value in ₹	No of Units	Value at cost in ₹	No of Units	**Value in ₹
HDFC FMP 90 D June 2010	-	-	10,00,000	1,00,00,000	10,00,000	1,00,00,000	-	-
HDFC Floating Rate Income Fund	-	-	1,02,10,720	10,29,33,246	1,02,10,720	10,29,33,246	-	-
HDFC Short Term Plan	19,21,008	1,98,57,077	-	-	19,21,008	1,98,57,077	-	-
HDFC Short Term Opportunities Fund	-	-	10,00,000	1,00,00,000	10,00,000	1,00,00,000	-	-
HDFC Cash Management Fund - savings plan -Daily Dividend Reinvest	48,16,972	5,12,35,248	40,901	4,35,036	48,57,873	5,16,70,284	-	-
HDFC FMP 100 D August 10-2D	-	-	20,00,000	2,00,00,000	20,00,000	2,00,00,000	-	-
UTI Treasury Advantage Fund - Institutional	34,893	3,49,00,329	40,212	4,02,20,558	75,105	7,51,20,887	-	-
UTI Money Market Fund-Daily Dividend Re-Investment	42,769	7,82,44,586	264	4,92,429	43,032	7,87,37,016	-	-
UTI Liquid Cash Plan Regular-Daily Dividend Re-Investment	29,587	3,09,99,617	72	76,464	29,660	3,10,76,081	-	-
UTI Liquid Cash Plan Institutional - Daily income Option	5,801	59,13,246	39,312	4,00,75,965	45,112	4,59,89,211	-	-
UTI Treasury Advantage Fund	296	3,06,215	4	3,682	300	3,09,898	-	-
UTI Treasury Advantage Fund-Insttl Plan (Daily Dividend Option) - Re-Investment	-	-	8,891	88,93,170	8,891	88,93,170	-	-
UTI Fixed Income Interval Fund-Mthly Interval Plan Series – Institutional	-	-	61,96,535	6,19,65,367	61,96,535	6,19,65,367	-	-
UTI Fixed Income Interval Fund-Mthly Interval Plan Series - I – Dividend Plan Re-Investment	-	-	8,80,772	88,07,717	8,80,772	88,07,717	-	-
UTI Money Market Fund- Insttl.Daily Dividend Re-Investment	-	-	61,894	6,20,97,259	61,894	6,20,97,259	-	-
SBI-MAGNUM INSTA CASH FUND	48,39,780	8,10,67,767	88,19,362	14,77,26,962	1,36,59,142	22,87,94,729	-	-
SBI Debt Fund Series - 90 Days	-	-	12,50,000	1,25,00,000	-	-	12,50,000	1,25,00,000
ICICI Prudential Ultra Short Term Plan	-	-	32,71,171	3,27,80,403	32,71,171	3,27,80,403	-	-
ICICI Prudential Flexi Income Plan	2,00,706	2,12,21,679	1,93,972	2,05,09,669	3,94,679	4,17,31,348	-	-
ICICI Prudential Liquid Instl.Plus Plan	2,74,735	3,25,60,214	1,68,996	2,00,32,796	4,43,731	5,25,93,010	-	-
ICICI Prudential Liquid Super Instl.Plan - Daily Dividend	-	-	5,01,738	5,01,85,131	5,01,738	5,01,85,131	-	-
ICICI Prudential Banking & PSU Debt Fund	-	-	53,47,520	5,37,63,240	53,47,520	5,37,63,239	-	-
ICICI Prudential Blended Plan - B - Instl - Dividend	-	-	39,47,778	4,08,69,678	39,47,778	4,08,69,678	-	-
Reliance Monthly Interval Fund Series II - Institutional Dividend Plan	12,49,538	1,25,00,000	12,86,053	1,28,65,635	25,35,590	2,53,65,635	-	-
Reliance Medium Term Fund Daily Dividend Plan	-	-	7,36,902	1,25,97,999	7,36,902	1,25,97,999	-	-
Reliance Monthly Interval Fund Series I - Retail Dividend Plan	-	-	6,26,729	61,95,673	6,26,729	61,95,673	-	-
Reliance Money Manager Fund Instl. Option -Daily Dividend Plan	-	-	12,820	1,34,26,121	12,820	1,34,26,121	-	-
Reliance Money Manager Fund Retail Option -Daily Dividend Plan	-	-	6,270	62,76,704	6,270	62,76,704	-	-
Reliance Fixed Horizon Fund XV Series 2 - Dividend Plan	-	-	50,00,000	5,00,00,000	50,00,000	5,00,00,000	-	-
Reliance Monthly Interval Fund Series I - Institutional Dividend Plan	-	-	13,04,051	1,30,44,814	13,04,051	1,30,44,814	-	-
Total	1,34,16,087	36,88,05,978	5,39,52,937	85,87,75,717	6,61,19,022	121,50,81,695	12,50,000	1,25,00,000

SCHEDULES

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

(a) Defined Contribution Plans –

In respect of defined contribution plans, an amount of ₹ 75,51,906 (Previous Year ₹ 56,66,694) has been recognized in the Profit & Loss account for the year towards employer share of PF Contribution.

(b) 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 Profit & Loss account for the period in which they occur.

(ii) Principal actuarial assumptions :

Particulars	FY 2010-11	FY 2009-10
	Gratuity	Gratuity
Discount Rate	8.3% p.a.	8.3% p.a
Salary Escalation -		
First 5 years	12% p.a.	12% p.a
Next 5 years	10% p.a.	10% p.a
Thereafter	7% p.a.	7% p.a

(iii) Reconciliation of Benefit Obligation :

Particulars	FY 2010-11	FY 2009-10
	Gratuity	Gratuity
	₹	₹
Liability at the beginning of the year	1,40,48,678	3,81,96,285
Interest Cost	12,71,763	26,39,905
Current Service Cost	26,84,071	24,17,640
Benefit Paid	(3,93,894)	12,15,265
Actuarial (Gain)/ Loss on Obligations	(7,96,696)	(2,81,79,320)
Amount recognised and disclosed under the head "Provision for Employees Benefits"	1,68,13,922	1,38,59,245

SCHEDULES

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

Particulars	FY 2010-11	FY 2009-10
	Gratuity ₹	Gratuity ₹
Current Service Cost	26,84,071	24,17,640
Interest Cost	12,71,763	26,39,905
Net Actuarial (Gain)/ Loss recognized	(7,96,696)	(2,81,79,320)
Expenses recognized in Profit and Loss account	31,59,138	(2,31,21,775)

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

Particulars	FY 2010-11	FY 2009-10
	Gratuity ₹	Gratuity ₹
Liability at the end of the year	1,68,13,922	1,38,59,245
Fair Value of Plan assets at the end of the year	-	-
Difference	1,68,13,922	1,38,59,245
Amount shown in Balance Sheet	1,68,13,922	1,38,59,245

12. Related party transactions :

(a) Parties where control exists:

(i) **Subsidiary Companies -**

M/s Genesys International (UK) Limited, UK – 100% shareholding

M/s Geodc Limited, UK – 69.88% shareholding

(ii) **Associate Enterprises –**

M/s Genesys Enterprises Inc., USA

M/s GI Engineering Solutions Ltd., India

M/s Ventura Securities Limited, India

(b) **Key Management Personnel**

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

(c) **Principal Shareholder**

M/s Kilam Holdings Ltd., Mauritius

GENESYS INTERNATIONAL CORPORATION LIMITED

SCHEDULES

Details of Transactions with related parties are as follows:

Particulars	Year ended 31st March 2011 ₹	Year ended 31st March 2010 ₹
Transactions during the year		
Sales		
GeODC Limited	55,03,262	1,37,01,662
Interest Received		
Ventura Securities Limited	58,50,001	41,51,096
Reimbursement of expenses by		
Genesys Worldeye Limited	-	8,42,178
Advance Given to Subsidiary		
Genesys Worldeye Limited	-	8,60,38,375
GeODC Limited	4,57,359	-
Total :	4,57,359	8,60,38,375
Advance Given to Associate Enterprise		
GI Engineering Solutions Limited	3,29,83,468	71,55,742
GeODC Limited	-	5,24,674
Total :	3,29,83,468	76,80,416
Advance Received back from Associate Enterprises		
GI Engineering Solutions Limited	60,00,000	1,25,83,734
Closing Balances		
Amount recoverable from Subsidiary		
Aerial Surveyor Ltd.	-	34,76,358
Genesys Worldeye Limited	-	1,60,725,239
GeODC Limited, UK	4,19,94,351	-
Total :	4,19,94,351	1,64,201,597
Amount recoverable from Associate Enterprise		
Genesys Enterprises Inc., USA	32,46,910	32,79,210
GI Engineering Solutions Limited	3,58,07,353	88,23,885
GeODC Limited, UK	-	3,42,62,681
Total :	3,90,54,263	4,63,65,776
Amount payable to Associate Enterprise		
Genesys Enterprises Inc., USA	2,06,822	2,08,836
Investment in Associate Enterprises		
Ventura Securities Limited	-	6,50,00,000
Remuneration to Key Managerial Personnel :		
Mr. Sajid Malik	36,60,000	36,60,000
Mr. Sohel Malik	48,45,205	48,60,000
Mrs. Saroja Malik	35,99,996	26,12,114
Col. J. Jacob	35,00,040	35,00,000
Total :	1,56,05,241	1,46,32,114

SCHEDULES

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

One of the Company’s units is entitled to a tax holiday under Section 10 AA of Income Tax Act, 1961, in the current year. Deferred Tax Assets and Liabilities as at the balance sheet date resulting from timing differences between book profit and tax profit are not considered to the extent they are expected to get reversed within the tax holiday period. The break-up of net deferred tax assets/(liability) is as under -

The break-up of net deferred tax assets/(liability) is as under -

Particulars	As at March 31,2011 ₹	As at March 31,2010 ₹
Deferred Tax Assets		
Provision for Employee Benefits	1,12,80,053	9,897,513
Deferred Tax Liability		
Fixed Assets (Depreciation/Amortization)	44,19,366	4,383,505
Net Deferred Tax (Liability)/Assets	68,60,687	5,514,008

Net Deferred Tax Assets of ₹ 13,46,679 for the current year have been recognized in the Profit & Loss account (Previous year - Deferred Tax Liability of ₹ 84,58,161).

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

Sr. No.	Particulars	March 31, 2011	March 31, 2010*
1.	Number of Equity Shares of ₹ 5/- each	2,98,47,512	2,98,47,512
2.	Number of Equity Shares after potential dilution	2,98,47,512	2,98,47,512
3.	Weighted average number of Equity Shares outstanding during the year	2,98,47,512	2,98,47,512
4.	Net Profit after tax	₹ 47,20,91,816	₹ 28,74,26,452
5.	Basic EPS	15.82	9.63*
6.	Diluted EPS	15.82	9.63*
7.	Nominal Value of shares	₹ 5	₹ 5

*Restated after giving effect of sub-division of equity shares of ₹ 10 each into ₹ 5 each.

SCHEDULES

15. As per "AS – 17 on Segment reporting", segment information has been disclosed in the Notes of consolidated financial accounts.

16. Earnings in Foreign Exchange: (At actuals)

Particulars	As at March 31,2011 ₹	As at March 31,2010 ₹
Revenue from Operations (including advances received from customers)	68,92,01,338	50,47,62,575

17. Expenditure Incurred in Foreign Currency: (At actuals)

Particulars	As at March 31,2011 ₹	As at March 31,2010 ₹
a) Salary	40,60,564	54,02,926
b) Traveling Expenses	42,38,867	47,55,626
c) Other Expenses	2,47,98,964	3,99,32,452

18. Value of Imports (CIF basis):

Particulars	As at March 31,2011 ₹	As at March 31,2010 ₹
Capital Goods	13,62,16,526	497,451
Software Packages	6,78,84,080	658,914

19. Dividend remitted in Foreign Currency :

The particulars of dividend payable to non resident shareholders which were declared during the year are as under:

Particulars	As at March 31,2011 ₹	As at March 31,2010 ₹
Number of shareholders	2	2
Number of shares held of ₹ 5/- each	97,18,488	97,18,488
Year to which dividend relates	FY 2009-10	FY 2008-09
Amount remitted	₹ 1,21,48,110	₹ 97,18,488

SCHEDULES

20. Exchange Differences:

During the year, realized and unrealized exchange gain amounting to ₹ 55,11,597 (Previous Year exchange loss of ₹ 28,03,668/-) is included in the financial statements. There is no forward exchange contracts/options outstanding as on 31st March, 2011.

21. As at 31st March, 2011 no supplier has intimated the Company about its status as Micro or Small Enterprise or its registration with the appropriate authority under the Micro, Small & Medium Enterprises Development Act, 2006 (said Act) and to the best of the Company's knowledge and belief, sundry creditors as at the year end do not include outstanding dues to parties or entities covered by the said Act.

22. (a) (i) The Balance Sheet of the foreign subsidiary/ sub-subsidiary companies reflects diminution in the net worth/ existence of net liabilities. In the opinion of the management, provision for diminution is not required in view of the long term nature of investments and future business plans of the foreign subsidiary/ sub-subsidiary.

(ii) Sundry debtors includes ₹419.94 lacs (Previous Year ₹342.63 lacs) receivable from GEODC Limited, a sub-subsidiary company. Though the said company has net liabilities of ₹ 371.37 lacs (Previous Year ₹ 220.24 lacs), no provision has been made in respect of the same since the management is confident of recovering the same in view of the future business plans of the said company.

(b) The Company holds investments in Image Intelligence Inc. and net worth of the investee company has been fully eroded as on 31st December, 2010. Hence the management has decided to provide for ₹ 396.18 lacs towards diminution in the value of investments being of permanent nature.

23. The Company is engaged in the business of rendering computer-based services. The development and sale of such services cannot be expressed in any generic unit. Hence, it is not possible to give the quantitative details of sales and certain information as required under paragraphs 3, 4C and 4D of part II of Schedule VI to the Companies Act 1956.

24. The Ministry of Corporate Affairs, Govt. of India, vide general circular no. 2 & 3 dated 8th February, 2011 and 21st February, 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956 subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence it is entitled to the exemptions. Necessary information relating to the subsidiaries has been included in the consolidated financial statements.

SCHEDULES

25. As per the scheme of amalgamation sanctioned by the High Court, Mumbai vide order dated 16.12.2010 Genesys Worldeye Limited a wholly owned subsidiary company has been merged with the Company w.e.f. 01.04.2010. As such current year's figure includes figures of Genesys Worldeye Limited w.e.f. 01.04.2010; therefore previous year's figures are not comparable with the current year's figures. Figures for previous year have been re-grouped/ re-classified wherever necessary to conform to current year's presentation.

As per our report of even date attached

For **CONTRACTOR, NAYAK & KISHNADWALA** For and on behalf of the Board Of Directors

CHARTERED ACCOUNTANTS

Firm Registration No. : **101961W**

SAROJ MANIAR

PARTNER

Membership No. 40803

MUMBAI

30th May, 2011

SAJID MALIK

HEMANT MAJETHIA

GANAPATHY VISHWANATHAN

SUNIL DHAGE

MUMBAI

30th May, 2011

CHAIRMAN & MANAGING DIRECTOR

DIRECTOR

DIRECTOR

COMPANY SECRETARY

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2011

PARTICULARS	31ST MARCH, 2011		31ST MARCH, 2010	
	₹	₹	₹	₹
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit after tax and extraordinary items		472,091,816		287,426,452
Adjustments for:				
Depreciation and amortization	65,530,847		17,510,826	
Interest & Dividend/Gains from securities	(26,460,689)		(23,767,796)	
Profit on Sale of Fixed Asset	(31,658)		-	
Provision for Current Tax	2,800,000		39,800,000	
Deferred Tax Credit	(1,346,679)		8,458,161	
Tax Provision for Earlier Years	(4,428,175)		(19,904)	
Provision for Doubtful Debts	11,176,660		-	
Provision for Diminution in value of Investments	39,618,068		15,000,000	
Interest Paid	422,647		157,598	
Unrealised Loss	5,409,297		9,029,660	
		92,690,318		66,168,545
Operating Profit before working capital changes		564,782,134		353,594,997
Add/ (Less) : Increase/Decrease in Operating Working Capital				
(Increase)/Decrease in Trade Receivable	(138,058,736)		(9,486,309)	
(Increase)/Decrease in Other Current Assets	1,251,292		1,332,560	
(Increase)/Decrease in Loans and Advances	(136,286,876)		(142,350,864)	
Increase/(Decrease) in Current Liabilities and Provisions	39,895,439		(179,036,676)	
		(233,198,881)		(329,541,289)
Cash Generated from Operations		331,583,253		24,053,708
Net Direct Taxes (Paid) - (including TDS)/ Refund received		3,774,663		(26,372,403)
Net Cash Flow from Operating Activities [A]		335,357,916		(2,318,695)
B CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets (including capital advance)	(304,638,766)		(5,705,142)	
Refund of Capital Advance	-		25,000,000	
Sale of Fixed Assets	955,000		1,890,734	
Interest & Dividend/Gains from securities	26,460,689		23,767,796	
(Loan)/Receipt to/from other body corporates	(13,540,214)		54,933,214	
Cash & Bank balance transferred upon amalgamation of subsidiary Genesys Worldeye Limited	1,650,848		-	
Receipt from investments in Mutual Fund and Debentures	356,305,978		(264,319,673)	
Net Cash used in Investing Activities [B]		67,193,535		(164,433,071)
C CASH FLOW FROM FINANCING ACTIVITIES				
Receipt from Secured Loans	19,234,098		(1,148,577)	
Interest Paid	(422,647)		(157,598)	
Dividend & Dividend Tax Paid	(43,533,657)		(34,921,937)	
Net Cash Flow from Financing Activities [C]		(24,722,206)		(36,228,112)
Net Increase in Cash & Cash Equivalents [A+B+C]		377,829,245		(202,979,878)
Cash & Cash Equivalents (Opening Balance)		34,712,406		237,692,284
Cash & Cash Equivalents (Closing Balance)		412,541,651		34,712,406
Cash & Cash Equivalents comprise				
Cash in Hand		1,117,729		1,223,185
Balance with Scheduled Banks		411,423,922		33,489,221
(includes fixed deposits of ₹ 39,41,65,495)				
(Fixed deposits pledged against Bank Guarantees and Post Shipment Credit ₹ 2,90,77,984 Previous Year ₹ 99,64,741)				
Cash & Cash Equivalents as at the end of the year		412,541,651		34,712,406

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

For **CONTRACTOR, NAYAK & KISHNADWALA**
CHARTERED ACCOUNTANTS
 Firm Registration No. : 101961W

SAROJ MANIAR
 PARTNER
 Membership No. 40803
 MUMBAI
 30th May, 2011

For and on behalf of the Board of Directors

SAJID MALIK CHAIRMAN & MANAGING DIRECTOR
HEMANT MAJETHIA DIRECTOR
GANAPATHY VISHWANATHAN DIRECTOR
SUNIL DHAGE COMPANY SECRETARY
 MUMBAI
 30th May, 2011

GENESYS INTERNATIONAL CORPORATION LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

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

Registration Details

State Code

1 1

Registration No.

2 9 1 9 7

Balance Sheet Date

3 1 0 3 2 0 1 1

Date Month Year

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

Public Issue

N I L

Rights Issue

N I L

Bonus Issue

N I L

Private Placement

N I L

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

Total Liabilities

1 4 5 2 0 4 3

Total Assets

1 4 5 2 0 4 3

Sources of Funds

Paid-up Capital

1 4 9 2 3 8

Reserves & Surplus

1 2 8 3 5 7 1

Secured Loans

1 9 2 3 4

Application of Funds

Net Fixed Assets

3 9 8 7 0 9

Investments

1 3 8 5 2 5

Net Current Assets

9 0 7 9 4 9

Misc. Expenditure

N I L

Accumulated Losses

N I L

Deferred Tax Asset (net)

6 8 6 0

Performance of Company (Amount in Rs. Thousand)

Turnover

9 7 4 9 4 9

Total Expenditure

5 0 5 8 3 2

Profit before tax

4 6 9 1 1 7

Profit after tax

4 7 2 0 9 2

Earning per share in Rs.

--- Basic

1 5 . 8 2

Dividend %

2 5

--- Dilutive

1 5 . 8 1

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

Item Code No (ITC Code) :

8 5 2 4 9 9 0 4 . 9 0

Product Description :

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

For and behalf of the Board of Directors

SAJID MALIK

CHAIRMAN & MANAGING DIRECTOR

HEMANT MAJETHIA

DIRECTOR

GANAPATHY VISHWANATHAN

DIRECTOR

SUNIL DHAGE

COMPANY SECRETARY

MUMBAI

30th May, 2011

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956

Name of the Subsidiary	Genesys International (UK) Limited	GEODC Limited
	GBP	GBP
Financial year of the Subsidiary Company ended on	31st March 2011	31st March 2011
Holding Company's Interest		
Number of shares	781,400 Ordinary Shares	116 Ordinary Shares
Extent of holding	100%	69.88%
Net aggregate amount of the subsidiary's profits/(Losses) so far as it concerns members of the holding Company and is not dealt with in the Holding Company's accounts		
(i) for the financial year of the subsidiary	6,288	(132,790)
(ii) for the previous financial years of the subsidiary since it become the Holding Company's subsidiary	(20,111)	(223,313)
Net aggregate amount of the profits/(Losses) of the subsidiary dealt with the Company's accounts		
(i) for the financial year of the subsidiary	N I L	N I L
(ii) for the previous financial years of the subsidiary since it become the Holding Company's subsidiary	N I L	N I L

For and behalf of the Board of Directors

MUMBAI
30th May, 2011

SAJID MALIK
HEMANT MAJETHIA
GANAPATHY VISHWANATHAN
SUNIL DHAGE

CHAIRMAN & MANAGING DIRECTOR
DIRECTOR
DIRECTOR
COMPANY SECRETARY



GENESYS INTERNATIONAL CORPORATION LIMITED

Registered Office : 73-A, SDF-III, SEEPZ, Andheri (E), Mumbai - 400096

ATTENDANCE SLIP

(For physical holding)

(For Demat holding)

Regd. Folio No.
No. of Shares held

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 **Twenty-Ninth Annual General Meeting** of the Company at Kohinoor Continental Andheri-Kurla Road, Andheri (East), Mumbai - 400059 on Thursday, September 22, 2011 at 2.30 p.m.

Members' / Proxy's Name in Block Letters _____

Signature _____

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

.....CUT HERE.....

GENESYS INTERNATIONAL CORPORATION LIMITED

Registered Office : 73-A, SDF-III, SEEPZ, Andheri (E), Mumbai - 400096

PROXY FORM

(For physical holding)

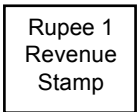
(For Demat holding)

Regd. Folio No.
No. of Shares held

Client ID.
D.P. ID.

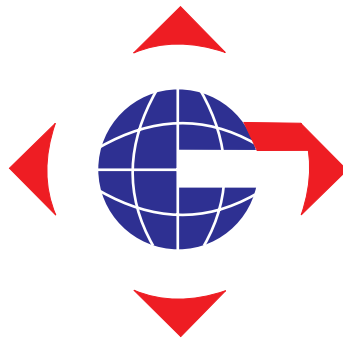
I / We _____ of _____ being a Member / Members of the Company, hereby appoint _____ of _____ or failing him / her _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the **Twenty-Ninth Annual General Meeting** of the Company to be held at Kohinoor Continental Andheri-Kurla Road, Andheri (East), Mumbai - 400059 on Thursday, September 22, 2011 at 2.30 p.m. and at any adjournment(s) thereof .

Signed this..... day of September, 2011 Signature _____



Note: This form, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.





GENESYS™

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