

Quarterly Compliance Report on Corporate Governance

Name of the Company: GENESYS INTERNATIONAL CORPORATION LIMITED

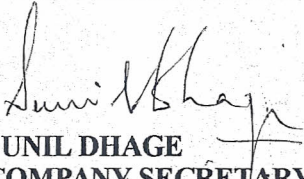
Quarter ending on: December 31, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II Board of Directors</b>	49 (II)		
(A) Composition of Board	49(IIA)	Yes	-
(B) Independent Directors	49(II B)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	<i>The Company has so far not issued any stock options till date. Prior approval of the Shareholders has been duly obtained for payment of commission to Non-Executive Directors of the Company and for Issue of Stock-options to Employees and Directors of Company.</i>
(D) Other provisions as to Board and Committees	49 (II D)	Yes	-
(E) Code of Conduct	49 (II E)	Yes	-
(F) Whistle Blower Policy	49(II F)	Yes	-
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	-
(B) Meeting of Audit Committee	49 (III B)	Yes	-
(C) Powers of Audit Committee	49 (III C)	Yes	-
(D) Role of Audit Committee	49 (III D)	Yes	<i>The Role of the Audit Committee is defined by the Company in accordance with the relevant provisions of the Companies Act, 2013 and the Listing Agreement</i>
(E) Review of Information by Audit Committee	49 (III E)	Yes	<i>The Audit Committee periodically reviews the information provided by the Management of the Company in accordance with the relevant provisions of the Listing Agreement</i>
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	-
<b>V. Subsidiary Companies</b>	49 (V)	Yes	<i>The Company does not have any unlisted Indian Subsidiary company. However, other provisions of the clause are duly complied with.</i>
<b>VI. Risk Management</b>	49(VI)	Yes	<i>The Company has laid down Policy and procedure to assess, manage and mitigate potential business and financial risks.</i>



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

For **GENESYS INTERNATIONAL CORPORATION LTD**

  
**SUNIL DHAGE**  
**COMPANY SECRETARY**

