

Quarterly Compliance Report on Corporate Governance

Name of the Company: Genesys International Corporation Limited

Quarter ending on: June 30, 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	-
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	<i>The Company has not so far 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 and its Subsidiary Companies.</i>
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-
(D) Code of Conduct	(49 (ID)	Yes	<i>The Code of Conduct is duly adopted by the Board and Senior Management and the same is posted on the website of the Company. Declaration by Chairman and Managing Director of the Company regarding compliance with the Code is being inserted in the Annual Report of the Company every year.</i>
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee 49	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 II (D)	Yes	<i>The Role of the Audit Committee is defined by the Company in accordance with the relevant provisions of the Companies Act, 1956 and the Listing Agreement</i>
(E) Review of Information by Audit Committee	49 (IIE)	Yes	<i>The Audit Committee periodically reviews the information provided by the</i>

			<i>Management of the Company in accordance with the relevant provisions of the Listing Agreement</i>
III. Subsidiary Companies	49 (III)	Yes	<i>The Company does not have any unlisted Indian Subsidiary. However other provisions of the Clause are duly complied with.</i>
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	-
(C) Board Disclosures	49 (IV C)	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	-
(E) Remuneration of Directors	49 (IV E)	Yes	<i>Necessary information is being inserted in the Annual Report every year.</i>
(F) Management	49 (IV F)	Yes	<i>The report on Management Discussion and Analysis is being inserted in the Annual Report every year.</i>
(G) Shareholders	49 (IV G)	Yes	-
V. CEO/CFO Certification	49 (V)	Yes	-
VI. Report on Corporate Governance	49 (VI)	Yes	<i>The Report on Corporate Governance is being inserted in the Annual Report every year.</i>
VII. Compliance	49 (VII)	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