

Quarterly Compliance Report on Corporate Governance

Name of the Company: GENESYS INTERNATIONAL CORPORATION LIMITED


Quarter ending on: June 30, 2015

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(IIB)	Yes	<i>Criteria for performance evaluation of Independent Director will be disclosed in the Annual Report.</i>
(C) Non-executive Directors' compensation & disclosures	49(IIC)	Yes	<i>Prior approval of the Shareholders has been duly obtained for payment of commission to Non-Executive Directors of the Company.</i>
(D) Other provisions as to Board and Committees	49(IID)	Yes	-
(E) Code of Conduct	49(IIE)	Yes	<i>Affirmation to compliance with code is being inserted in the Annual Report.</i>
(F) Whistle Blower Policy	49(IIF)	Yes	<i>Required disclosures will be made in the Board's Report.</i>
<b>III. Audit Committee</b>	49(III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	-
(B) Meeting of Audit Committee	49(IIIB)	Yes	-
(C) Powers of Audit Committee	49(IIIC)	Yes	-
(D) Role of Audit Committee	49(IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	<i>Necessary disclosures of remuneration policy and the evaluation criteria will be made in the Annual Report.</i>
<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	-
<b>VII. Related Party Transactions</b>	49(VII)	Yes	-
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related Party Transactions	49(VIIIA)	Yes	-



			<i>provisions of the clause are duly complied with.</i>
<b>VI. Risk Management</b>	49(VI)	Yes	-
<b>VII. Related Party Transactions</b>	49(VII)	Yes	-
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related Party Transactions	49(VIIIA)	Yes	-
(B) Disclosure of Accounting Treatment	49(VIIIB)	Yes	<i>Disclosure is being made in the Annual Report every year.</i>
(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)	N.A.	-
<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

