

Corporate Governance Report under Regulation 27(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

1. Name of Listed Entity - Genesys International Corporation Limited
2. Quarter Ending - March 31, 2019

I. Composition of Board of Directors						
Title (Mr./Ms.)	Mr.	Mrs.	Mr.	Mr.	Mr.	Mr.
Name of the Director	Sajid Malik	Saroja Malik	Sohel Malik	Hemant Majethia	Ganapathy Vishwanathan	Ganesh Acharya
PAN	AAMP6510B	AGEPM7814Q	AKMPM5341C	AAFPM0518A	ABOPV1273F	AABPA0431E
DIN	00400366	00400421	00987676	00400473	00400518	00702346
Category (Chairperson /Executive/ Non-Executive/independent/ Nominee)&	Chairman & Managing Director	Whole-time Director	Executive Director	Independent Director	Independent Director	Independent Director
Date of Appointment in the current term /cessation	17.01.2000	17.08.2009	17.01.2000	29.09.2014	29.09.2014	29.09.2014
Tenure (in years)*	-	-	-	216	230	204
No of Directorship in listed entities including this listed entity	3	3	1	2	2	3

Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	-	3	-	2	4	5
No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	-	-	-	-	4	2

-PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/ Non-Executive/independent/Nominee)*
1. Audit Committee	I. Ganapathy Vishwanathan	Non Executive - Independent Director
	II. Hemant Majethia	Non Executive - Independent Director
	III. Ganesh Acharya	Non Executive - Independent Director
2. Nomination & Remuneration Committee	I. Ganapathy Vishwanathan	Non Executive - Independent Director
	II. Hemant Majethia	Non Executive - Independent Director
	III. Ganesh Acharya	Non Executive - Independent Director
3. Stakeholders Relationship Committee	I. Ganapathy Vishwanathan	Non Executive - Independent Director
	II. Hemant Majethia	Non Executive - Independent Director
	III. Saroja Malik	Executive – Whole Time Director

*Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors			
Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
November 14, 2018-	February 14, 2019	91 days	
-	March 29, 2019	43 days	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
February 14, 2019	Yes	November 14, 2018	91 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA) refer note below	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		NA	
<p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>			

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 500 listed entities) - **N.A.**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**

Any comments/observations/advice of Board of Directors may be mentioned here:

Vineet Chopra

General Manager - Legal & Company Secretary / ~~Compliance Officer~~ / ~~Managing Director~~ / CEO

ANNEXURE II**Format to be submitted by listed entity at the end of the financial year
(for the whole of financial year)**

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance Status (Yes/No/NA)
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
Email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
II Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA

Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	NA
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
III. Affirmations :		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes		
Name : Vineet Chopra		
Designation : General Manager - Legal & Company Secretary		