

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 - September 30, 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	Non Executive Non Independent Director	Independent Director
Initial Date of Appointment in the current term /cessation	17.01.2000	17.08.2009	17.01.2000	17.01.2000	27.03.2001	27.03.2002
Date of Re-appointment	01.09.2017	17.08.2017	01.09.2017	29.09.2019	29.09.2019	29.09.2019
Tenure (in years)*	-	-	-	60		60
No of Directorship in listed entities including this listed	3	3	1	2	2	3

entity						
No of Independent Directorship in listed entities including this listed entity	-	-	-	1	1	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	-	-	-	-	3	3

-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	Category1 (Chairperson/Executive/ Non-Executive/independent/Nominee)*	Category2 (Chairperson/ Member)*	Date of Appointment

1. Audit Committee	I. Ganapathy Vishwanathan	Non Executive – Non Independent Director	Member	27.03.2001
	II. Hemant Majethia	Non Executive - Independent Director	Member	27.03.2001
	III. Ganesh Acharya	Non Executive - Independent Director	Chairperson	27.03.2002
Company Remarks	Mr. Ganesh acharya is member of the Committee from 27.03.2002, he appointed as Chairperson of the Committee in the Board meeting held on 30.09.2019.			
Whether Permanent chairperson appointed	Yes			
2. Nomination & Remuneration Committee	I. Ganapathy Vishwanathan	Non Executive – Non Independent Director	Member	27.03.2002
	II. Hemant Majethia	Non Executive - Independent Director	Member	27.03.2002
	III. Ganesh Acharya	Non Executive - Independent Director	Chairperson	27.03.2002
Company Remarks	Mr. Ganesh acharya is member of the Committee from 27.03.2002, he appointed as Chairperson of the Committee in the Board meeting held on 30.09.2019.			
Whether Permanent chairperson appointed	Yes			
3. Stakeholders Relationship Committee	I. Ganapathy Vishwanathan	Non Executive – Non Independent Director	Chairperson	27.03.2002
	II. Hemant Majethia	Non Executive - Independent Director	Member	27.03.2002
	III. Saroja Malik	Executive – Whole Time Director	Member	14.02.2019
4. Corporate Social Responsibility Committee	I. Sajid Malik.	Executive – Whole Time Director	Chairperson	29.05.2014
	II. Saroja Malik	Executive – Whole Time Director	Member	29.05.2014/30.09.2019(Date of Cessation)
	III. Ganapathy Vishwanathan	Non Executive – Non Independent Director	Member	29.05.2014

	IV. Ganesh Acharya	Non Executive - Independent Director	Member	30.09.2019
*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)	
May 22, 2019	August 14, 2019	83 days	
	August 28, 2019	11 days	
	September 30, 2019	34 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*
August 14, 2019	Yes	May 22, 2019	83 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

Vice President - Legal & Company Secretary /-Compliance Officer / Managing Director / CEO

ANNEXURE II Affirmations

Particulars	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	

Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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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 : Vice President - Legal & Company Secretary