

# **TELESYS INFO-INFRA (I) LIMITED**

(Formerly known as Telesys Software Limited)

## **28th ANNUAL REPORT**

**2019-2020**

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**TELESYS INFO INFRA (I) LIMITED**

**BOARD OF DIRECTORS DURING THE YEAR:**

<b>SR.No</b>	<b>NAME OF DIRECTOR</b>	<b>CATEGORY</b>	<b>DESIGNATION</b>
1	Shri. Rajendhiran Jayaram	Executive, Non Independent Director	Whole time Director
2	Shri. Heerachand Jain	Non Executive, Non Independent Director	Non-Executive - Non Independent Director
3	Shri. Y. Sathyakumar	Non Executive, Non Independent Director	Non-Executive - Non Independent Director
4	Shri. Murali Chengalvarayan***	Non Executive , Independent Director	Independent Director
5	Shri. Durga Devi Jaikumar****	Non Executive , Independent Director	Independent Director
6	Mr. Vinod Kumar Singhi	Chief Financial Officer(CFO)	CFO
7	Ms. Priyanka Kumawat	Company Secretary	Company Secretary

\* Shri. Thavachithan Vaithyalingam Palaniswamy\* has resigned from the board w.e.f 23<sup>rd</sup> April,2019.

\*\* Smt. Rajendhiran Eswari Angali\*\* has resigned from the board w.e.f 29<sup>th</sup> August, 2019.

\*\*\*Appointed with effect from 1<sup>st</sup> august,2019. \*\*\*\*Appointed with effect from 1<sup>st</sup> august,2019.

<b>Auditors</b>	Parthasarathy Sankaran & Associates, Chartered Accountants, 5/31, East Abhirampuram, Second Street, Mylapore, Chennai – 600004
<b>Bankers</b>	1. Karur Vysya Bank, 51, Gangadeeshwar Koil St, Purasaiwakkam, Chennai, 6000842.
<b>Registered Office</b>	Telesys Info-Infra (India) Limited, NO. 5, Damodaran Street Kellys, Kilpauk Chennai - 600010
<b>Company Secretary</b>	Ms.Priyanka Kumawat
<b>Chief Financial Officer</b>	Mr. Vinod Kumar Singhi
<b>Share Transfer Agents</b>	Cameo Corporate Services Limited, #1, Subramaniam Building, Club House Road, Mount Road, Chennai – 600 002. Ph.: (044) 28460390 (5 lines) Fax: (044) 28460129

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TELESYS INFO-INFRA (I) LIMITED FORMERLY KNOWN AS (TELESYS SOFTWARE LIMITED) WILL BE HELD ON SATURDAY 07TH DAY OF NOVEMBER 2020 AT 11.00 A.M IST THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS(ES) :**

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Statement of the Company for the financial year ended 31st March, 2020, the Reports of the Board of Directors and Auditors thereon;
2. To appoint a director in place Sri Vijayaraj Jain Heerachand Jain - Director, [ DIN: 01319086], who retires by rotation and being eligible offers himself for re-appointment

**SPECIAL BUSINESS:**

3. Appointment of Rajendhiran Jayaram (DIN : 01784664) - as Whole -time Director of the Company. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the appointment and terms of remuneration of Rajendhiran Jayaram (DIN : 01784664) as Whole -time Director of the Company for a period of five years, with effect from February 10, 2020, not liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during her said tenure within the overall limits of Section 197 of the Companies Act, 2013 with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and the WTD.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the period of 5years of appointment, he will be paid or provided the salary, the allowances, and the perquisites as set out in the foregoing part of this resolution as the 'Minimum Remuneration'.”

**“AND RESOLVED FURTHER THAT** the Board of Directors (the 'Board' which term includes a duly constituted Committee of the Board) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**4. ENLARGEMENT OF THE MAIN OBJECT OF THE COMPANY**

To consider and if thought fit, to pass the following resolution with or without modification/s, as a Special Resolution: -

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Tamil Nadu, to append the following sub clause (3) after sub clause (2) of clause III (A) of the Memorandum of Association of Company:

(3) To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockiest, liaison, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis and to participate in all types of Government tenders for government supplies and job work and to manufacture, sell, purchase all kinds of organic and non organic chemicals.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Tamil Nadu.”

By Order of the Board of Directors  
For Telesys Info-Infra (I) Limited

Date : 10-10-2020  
Place : Chennai

Sd/-  
Rajendhiran Jayaram  
Director  
Din: 01784664

**NOTES:**

1. The explanatory Statement pursuant to Section 102 of the Companies Act, relating to item No. 2, 3 & 4 is annexed hereto.
2. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as 'MCA 441 Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – COVID-19 pandemic' ('SEBI Circular') permitted the holding of the AGM through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars & SEBI Circular, the 28th AGM of the Company is being held through VC/OAVM on Saturday, November 07 2020 at 11.00 a.m. The deemed venue for the AGM will be at NO. 5, Damodaran Street Kellys, Kilpauk Chennai Chennai TN 600010
3. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of AGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Wednesday, November 04, 2020 at 9.00 AM IST and ends on Friday, November 06, 2020 at 5.00 PM IST. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Saturday, October 31, 2020
6. Any person who is not a member post cut-off date should treat this notice for information purposes only.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
8. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Saturday, October 31, 2020, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Registrar and Share Transfer Agent (RTA) [cameo@cameoindia.com](mailto:cameo@cameoindia.com). However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
9. The Register of Members and the Share Transfer books of the Company will remain closed from November 02, 2020 to November 07, 2020 [both days inclusive] for the purpose of Annual General Meeting.
10. CS Amarendra Mohapatra, Practising Company Secretary (Membership No. FCS 26257 CP No. 14901) from M/s Amarendra Mohapatra & Associates, vide Board Resolution dated October 10, 2020 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.

11. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
12. The Results shall be declared after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website viz. [www.telesysinfo.in](http://www.telesysinfo.in) and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.
13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.telesysinfo.in](http://www.telesysinfo.in), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com>. The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/ OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
17. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") along with details pursuant to Securities and Exchange Board of India ("SEBI") Regulations and other applicable laws are annexed hereto, which sets out details relating to Special Business at the meeting, is annexed hereto.
18. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of AGM by the members based on the request being sent on [telesys1992@yahoo.com](mailto:telesys1992@yahoo.com).
19. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
20. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
22. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
23. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to

notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) AND SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR REGULATIONS”), AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Item No. 3: The Board of Directors ('Board'), appointed Rajendhiran Jayaram (DIN : 01784664) , as a Whole Time Director (Executive, Non-Independent) Director of the Company, effective from February 10,2020.

Pursuant to the provisions of Section 196 of the Act the board has recommended the appointment of Mr. Rajendhiran Jayaram (DIN : 01784664), as a Whole Time Director of the Company with effect from February 10,2020. He will not be liable for rotation during his tenure.

The Company has received from Mr. Rajendhiran Jayaram (DIN : 01784664) (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

The profile and specific areas of expertise of Mr. Rajendhiran Jayaram are provided as annexure to this Notice.

The Board on 10-02-2020 has appointed Mr. Rajendhiran Jayaram as the Whole Time Director of the Company, not liable to retire by rotation, for a period of five years subject to approval of the Shareholders.

The Board, while appointing Mr. Rajendhiran Jayaram as the Whole Time Director of the Company, considered his background, experience. Mr. Rajendhiran Jayaram completed his Graduation and has more than 15 years of experience in the industry.

The main terms and conditions relating to the appointment and terms of remuneration are as follows:

(A) Period: For a period of 5 years i.e., from 10-02-2020 to 09-02-2025.

(B) Nature of Duties: The Whole time Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company .

(C) 1. Remuneration:

Basic Salary: Rs. 20000 per month .

2. Perquisites: The Director shall be entitled to the following perquisites

2.1 Housing: Rs.3000 /- per month or the expenditure incurred by the company on hiring furnished accommodation for the appointee shall be subject to the ceiling of 60% of the salary, over and above 10% payable by the appointee. If the rent is lower than 10% of the salary the amount payable by the appointee will be limited to such rent. In case the accommodation is owned by the company, 10% of the salary of the appointee shall be deducted by the company.

2.2 Leave Travel Concession & Medical Reimbursement:

(a) Leave Travel Expenses: Expenses incurred for the appointee and his family subject to a ceiling of Rs. 2,000/- in a year, in accordance with the rules specified by the company.

(b) Medical Reimbursement: Expenses incurred for the appointee and his family subject to a ceiling of Rs. 15,000/- in a year, in accordance with the rules specified by the company.

Explanation: For the purposes of a “family”, family means the spouse, dependent children and dependent parents of the appointee.

- (c) Encashment of leave: As per company's rules. The Director shall be entitled to leave on full pay and allowances as per the rules of the Company but not more than one month in each year during the period of agreement. Leave can be accumulated upto the period of 60 working days. Encashment of leave, if any, in accordance with the rules of the Company shall be allowed only at the time of retirement or at the end of tenure as the case may be and it will not be included in the computation of ceiling for perquisites.
- (d) Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on his duties and reimbursement of entertainment expenses actually and properly incurred in the course of the Company's business.
- (e) Other benefits to which senior officers of the company are normally entitled to, according to the rules of the company
- (f) The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof.
- (g) ENTERTAINMENT  
You shall be entitled for reimbursement of entertainment expenses actually and properly incurred in the course of the Company's business.
- (h) PERFORMANCE BONUS The Board of Directors or its committee for each year will determine the amount to be paid by way of commission/performance bonus to the Managing Director and also the frequency of the payment. Provided however that the commission/Performance bonus will be payable on pro-rata basis, in the event of earlier cessation or termination of the appointment.
- (i) ESOP : The Director shall not be eligible for ESOP plan of the company .

In case the Director dies during the course of his employment, the Company shall pay to her heirs/ legal representatives the remuneration and / or other perquisites due and payable upto the date of death of the Director.

The Director shall not either during the continuance of her employment hereunder or thereafter except in the proper course of her duties hereunder divulge to any person whomsoever and shall use his best endeavors to prevent the publication or disclosure of any trade secret industrial process or any information concerning the business or finances of the Company or any other Company for whom he is directed to perform services hereunder or of any of their dealings transactions or affairs which may come to his knowledge during or in the course of his employment.

It is hereby agreed and declared that so long as the Director is in the employment of the Company she shall have no interest directly or indirectly in any manner whatsoever including but without limiting the generality thereof in any financing arrangements in or with any person, firm, company or corporation engaged in any business that is competitive with any business which the Company or any other Company which is subsidiary or is affiliated to or is associated with the Company carries or from time to time. In the event that the Director breaches this Clause, the Company may terminate the Director's employment hereunder without notice and such termination shall not affect any of the Director's other obligations mentioned and the same shall survive such termination.

The profile and specific areas of expertise in industry are provided as annexure to this Notice. None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Rajendhiran Jayaram , to whom the resolution relates, is concerned or interested in the Resolution .

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board, approval of the Members is sought for the appointment and terms of remuneration of 300,000 as Whole Time Director as set out above. The Board recommends the Resolution set forth in Item No. 3 for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Rajendhiran Jayaram , to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

**ITEM NO. 4: Enlargement of the Main Object of the Company.**

In Order to diversify the Business of the Company Your Directors have been considering various proposals for diversifying the company's activities into other activities like broking, to act as Broker etc

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. This will also enlarge the area of operations of the company.

The Board recommends passing of this resolution set out at Item No. 4 as Special Resolution

None of the Directors/KMP or their relatives are concerned or interested in the said resolution.

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

Voting through electronic means:

Pursuant to the provisions of Sections 107 and 108, read with the Companies (Management and Administration) Rules, 2014 read with notification GSR 207(E) dated 19th March 2015, the Company is pleased to offer the option of E-Voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The Members who wish to attend the Annual General Meeting can vote electronically/manually.

The facility for voting, either through electronic voting system or ballot or polling paper ' shall also be made available at the meeting and members attending the meeting who have already not cast their vote by remote e-voting shall be able to exercise their right at the meeting

Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. "Remote e-voting" means the facility of casting votes by a member using an electronic voting system from a place other than venue of a general meeting.

The Instructions for shareholders voting electronically are as under:

- i) Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii) Now click on "Shareholders" to cast your votes.
- iii) Now, select the Electronic Voting Sequence Number -along with "TELESYS INFO –INFRA (I) LIMITED" from the drop down menu and click on "SUBMIT".
- iv) Now, fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form:- a)For NSDL & CDSL :: Folio No/DP ID /Client ID. b) For Members holding shares in Physical Form:- • Folio Number registered with the Company
password	your mAK with Bank account number or existing passwordK

- v) After entering these details appropriately, click on "SUBMIT" tab.
- vi) Members holding shares in physical form will then reach directly to the voting screen.
- vii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- viii) If you are holding shares in Demat form and have logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- ix) For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Notice.

- x) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
  - xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
  - xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - xiii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [inbacs@gmail.com](mailto:inbacs@gmail.com) with a copy marked to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - xiv) In case you have any queries or issues regarding e-voting, please contact [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - xv) The e-voting period commences on Wednesday, 04 November, 2020 at 9.00 a.m and closes by 5.00 p.m IST on Friday, 06 November, 2020.
24. The Register of Members and the Share Transfer Books of the Company will remain closed from November 02, 2020 to November 07, 2020(both days inclusive).
25. Members holding shares in physical form are requested to intimate immediately, changes, if any, in their registered addresses, Bank Mandate and Status, quoting their Folio Numbers, to the Share Transfer Agents of the Company, M/s Cameo Corporate Services Limited, “Subramanian Building”, No.1, Club House Road, Chennai – 600 002.
26. Members holding shares in physical form, in their own interest, are advised to dematerialize the shares to avail of the benefits of electronic holding/trading.
27. GENERAL INSTRUCTION FOR E-VOTING:
- (i) The e-voting period commences on Wednesday, 4th November, 2020 (9.00am IST) and end on Friday, 6th November, 2020 (5.00 p.m. IST). During this period shareholders of the company, holding share either in physical form or in dematerialized form, as on October, 31, 2020 (being cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently.
  - (ii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on October, 31, 2020.
  - (iii) Sri. Amarendra Mohapatra, Practising Company Secretary has been appointed as the Scrutinizer to securitize the e-voting process (including the ballot form received from the shareholders) in a fair and transparent manner.
  - (iv) The Scrutinizer shall count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than two days of the conclusion of the meeting, a consolidated scrutinizer's report of the votes cast in favour or against, if any, forthwith to the chairperson or a person authorized by him in writing who shall counter sign the same.
  - (v) The results of the e-voting of the 28th Annual General Meeting of the Company to be held on November 07, 2020 along with the scrutinizer's report shall be placed on the Company's website [www.telesysinfo.in](http://www.telesysinfo.in) and on the website of CDSL [www.evoting.cDSL.com](http://www.evoting.cDSL.com) and simultaneously communicated to Bombay Stock Exchange Limited, where the shares of the Company are listed within 2 days of the AGM.

DESCRIPTIONS	Mr. Rajendhiran Jayaraman
1.Designation	Director
2. Date of Birth	04.06.1955
3.DIN	01784664
4. Qualification(s)	BBA & PGDLA
5. Bodies Corporate (other than Telesys Info-Infra (I) Limited) in which the Appointee holds Directorships and Committee positions	1. INTERGRATED HIGHTECH LIMITED
5.1. Directorships	
5.2. Member/Chairmanship of Board Committees	
(a) Audit Committee	MEMBER
(b) Stakeholders Nomination	MEMBER
(d) CSR	NA
6. Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel	NA
7. Shareholding in the company & % of Holdings	NA
1. Particulars of experience, attributes or skills	

By Order of the Board of Directors  
For Telesys Info-Infra (I) Limited

Date : 10-10-2020  
Place : Chennai

Sd/-  
Rajendhiran Jayaram  
Whole -time Director  
Din: 01784664

**DIRECTORS' REPORT**

Dear Members,

Your Directors are glad to present the 28th Annual Report of your company together with the Audited Accounts of the Company for the financial year ended **31st March 2020**.

**FINANCIAL HIGHLIGHTS:**

	(Rs.)	
<b>Particulars</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
Total Income	28510338	27,240,354
Expenditure	26762782	23,554,552
Profit / (Loss) before Depreciation and Tax	1747556	3685802
Less: Depreciation	0	281,352
Profit/ (Loss) Before Tax	1747556	3404450
Provision for Taxation – Current	813443	655,016
Provision for Deferred Tax – Asset	(358066)	(136,699)
<b>Profit/ (Loss) After Tax</b>	<b>1292179</b>	<b>28,86,133</b>

**OPERATIONAL REVIEW**

Income of the company from operations is of Rs. 2561646/-. Profit before tax is Rs. 1292179/- as compared to Rs. 2886133/- in previous year.

**AMOUNT TRANSFERRED TO RESERVES:**

During the year, the company has not transferred any amount to Reserve account.

**DIVIDEND:**

Your directors do not recommend any dividend during this year.

**MATERIAL CHANGES AND COMMITMENTS:**

During the year under review, there were no material changes and commitments affecting the financial position of the Company.

**DEPOSITS AND LOANS/ADVANCES:**

The Company has not accepted any public deposits during the financial year.

**CHANGES IN NATURE OF BUSINESS, IF ANY:**

During the financial year under review the Income of the Company from financial asset has crossed 50% of its gross Income due to which the Company is required to make an application with the Reserve Bank of India under Section 45-IA of the RBI Act, 1934. Before making the application there is a requirement for change in object subject to the prior approval of RBI and the members of the Company.

**CHANGES IN THE CAPITAL :**

There is no change in the authorized, issued, subscribed and paid up capital of the Company during the year.

**INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY:**

Company does not have any subsidiary, Joint venture or associate company.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

**EXTRACT OF ANNUAL RETURNS:**

The extract of the Annual Returns is required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of annual return in MGT 9 as a part of this Annual Report as ANNEXURE '1'.

**MEETINGS OF THE BOARD OF DIRECTOR:**

The board of directors met Six[6]times during the financial year.

**DIRECTORS'S RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(5) of the Companies Act, 2013, The Board of Directors of the company confirms that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures:
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors, in the case of a listed company , had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**STATUTORY AUDITORS:**

M/s. Parthasarathy Sankaran & Associates, Chartered Accountants, has been appointed as Statutory Auditors of the Company to hold the office for the period of 5 years from the conclusion 25th AGM until the conclusion of the 30th AGM of the company. The requirement for the annual ratification of auditors' appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 07, 2018.

**AUDITORS' REPORT :**

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors' remarks in their report are self-explanatory and do not call for any future comments. The Report given by the Auditor's is part of the Annual Report as "Annexure-4".

**COST AUDIT**

The Cost audit in terms of the Companies (Cost Accounting Records and Compliance) Rules, 2011, is not applicable to your company during the year.

**SECRETARIAL AUDIT REPORT:**

The Secretarial audit report as provided by Mr. Amarendra Mohapatra, Practicing Company Secretary for the financial year ended 31st March 2020 is annexed as Annexure -3.

Mr. Amarendra Mohapatra, Practicing Company Secretary has been appointed as the Secretarial auditor for the financial year 2020-2021.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

There were no loans guarantees or investments made that fall under the ambit of section 186, during the year under review

**RELATED PARTY TRANSACTION:**

There was no related party transaction during the year under review.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO :****A. Conservation of Energy, Technology Absorption**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

**B. Foreign Exchange Earnings And Outgo**

There were no foreign exchange earnings and outgo during the year under review

**RISK MANAGEMENT POLICY :**

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL AND REMUNERATION :**

There was no change in the composition of the board during the year. During the year under review the designation of Rajendhiran Jayaram (DIN : 01784664) has been changed to Whole-time Director w..e.f 10-02-2020 and Mr. Yaddanapudi Sathyakumar (DIN:01722488) as the Non-executive Director.

No remuneration has been paid to any director of the company during the year.

**CORPORATE SOCIAL RESPONSIBILITY:**

The Company does not meet criteria of Section 135 of the Companies Act, 2013 read with the Companies(Corporate Social Responsibility Policy) Rules, 2014 so there is no requirement to constitute Corporate Social Responsibility committee.

**CORPORATE GOVERNANCE:**

Report of Corporate Governance along with the Certificate of the Auditors, confirming compliance of conditions of Corporate Governance as stipulated in the Agreement with the Stock Exchanges form part of the Board Report.- as per Annexure -2



**INDEPENDENT DIRECTORS:**

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

**INDEPENDENT DIRECTORS and DECLARATION**

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013. Mr. Murali Chengalvarayan and Mr. Durga Devi Jaikumar were appointed as the independent directors of the company w.e.f 1st August, 2019.

Mr. Thavachithan Vaithyalingam Palaniswamy has been resigned from board w.e.f 23-04-2019 and Smt. Rajendhiran Eswari Angali has been resigned from the board w.e.f 28th August, 2019.

**VIGIL MECHANISM**

The company has established Vigil Mechanism for directors and employees to report genuine concerns and made provisions for direct access to the chairperson of the Audit Committee. Company has formulated the present

Policy for establishing the vigil mechanism/ Whistle Blower Policy to safeguard the interest of its stakeholders, Directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company.

**SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:**

On the basis of the sat order dated 07-08-2018, the company is taking necessary steps for revocation of suspension.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (Prevention, Prohibition and Redressal) Act, 2013:**

The company has in Place of Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013. -

**ACKNOWLEDGEMENT:**

Yours Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government authorities, customers, vendors and shareholders during the year under review.

Your director also wish to place on record their deep sense of appreciation for the committed service of the executives, staff and workers of the company.

By Order of the Board of Directors  
Sd/-  
Heerachand Jain  
Director  
Din: 01319086

For Telesys Info-Infra (I) Limited  
Sd/-  
Jayaram Rajendhiran  
Director  
DIN: 01784664

## Annexure 1

**MGT-9**  
**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31.03.2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**REGISTRATION AND OTHER DETAILS:**

CIN	L70200TN1992PLC023621
Registration Date	13-10-1992
Name of the Company	TELESYS INFO-INFRA (I) LIMITED
Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
Address of the Registered office and contact details	<b>NO. 5, Damodaran Street Kellys, Kilpauk Chennai 600010.</b>
Whether listed company Yes / No	Yes it is listed but trading suspended
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Cameo Corporate Services Ltd, Subramanian Building, 1 Club House Road, Chennai - 600 002. Phone No.044 2846 0390 / 2846 0395 Fax: 044 2846 0129 Email : <a href="mailto:cameo@cameoindia.com">cameo@cameoindia.com</a> Website : <a href="http://www.cameoonline.net">www.cameoonline.net</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	SOFTWARE DEVELOPMENT	9983	8.98
2	OTHER INCOME – GIVING LOANS	9953	91.02

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
	NIL		NIL		

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## i) Category - wise Share Holding

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)	
<b>(i) Category-wise Share Holding</b>	
Name of the Company	: TELESYS INFO-INFRA INDIA LIMITED
Face Value	: 10 /-
Paidup Shares as on 30-Mar-2019	: 10009900
Paidup Shares as on 31-Mar-2020	: 10009900

For the Period From		: 30-Mar-2019	To : 31-Mar-2020							
Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
1.	INDIAN									
a.	INDIVIDUALS/HINDU UNDIVIDED FAMILY	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	FINANCIAL INSTITUTIONS / BANKS	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER									
	<b>SUB - TOTAL (A)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
2.	FOREIGN									
a.	INDIVIDUALS (NON-RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS)	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	INSTITUTIONS	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	QUALIFIED	0	0	0	0.0000	0	0	0	0.0000	0.0000

	FOREIGN INVESTOR									
e.	ANY OTHER									
	<b>SUB - TOTAL (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
	<b>TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>B.</b>	<b>PUBLIC SHAREHOLDING</b>									
1.	INSTITUTIONS									
a.	MUTUAL FUNDS/UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	FINANCIAL INSTITUTIONS / BANKS	100	0	100	0.0009	100	0	100	0.0009	0.0000
c.	CENTRAL GOVERNMENT / STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	INSURANCE COMPANIES	0	0	0	0.0000	0	0	0	0.0000	0.0000
f.	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
g.	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
i.	ANY OTHER									
	<b>SUB - TOTAL (B)(1)</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0.0009</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0.0009</b>	<b>0.0000</b>
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	438092	19800	457892	4.5743	379138	19800	398938	3.9854	-0.5889
b.	INDIVIDUALS -									
	I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	5901305	1788460	7689765	76.8215	5924305	1785760	7710065	77.0243	0.2027
	II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL	1470364	122900	1593264	15.9168	1508618	122900	1631518	16.2990	0.3821

	SHARE RS. 1 LAKH CAPITAL IN EXCESS OF RS. 1 LAKH									
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	ANY OTHER									
	CLEARING MEMBERS	900	0	900	0.0089	900	0	900	0.0089	0.0000
	HINDU UNDIVIDED FAMILIES	256919	0	256919	2.5666	256919	0	256919	2.5666	0.0000
	NON RESIDENT INDIANS	8460	0	8460	0.0845	8660	0	8660	0.0865	0.0019
	TRUSTS	2600	0	2600	0.0259	2800	0	2800	0.0279	0.0019
		<b>268879</b>	<b>0</b>	<b>268879</b>	<b>2.6861</b>	<b>269279</b>	<b>0</b>	<b>269279</b>	<b>2.6901</b>	<b>0.0039</b>
	<b>SUB - TOTAL (B)(2)</b>	<b>8078640</b>	<b>1931160</b>	<b>10009800</b>	<b>99.9990</b>	<b>8081340</b>	<b>1928460</b>	<b>10009800</b>	<b>99.9990</b>	<b>0.0000</b>
	<b>TOTAL PUBLIC SHAREHOLDI NG (B) = (B)(1)+(B)(2)</b>	<b>8078740</b>	<b>1931160</b>	<b>10009900</b>	<b>100.0000</b>	<b>8081440</b>	<b>1928460</b>	<b>10009900</b>	<b>100.0000</b>	<b>0.0000</b>
	<b>TOTAL (A)+(B)</b>	<b>8078740</b>	<b>1931160</b>	<b>10009900</b>	<b>100.0000</b>	<b>8081440</b>	<b>1928460</b>	<b>10009900</b>	<b>100.0000</b>	<b>0.0000</b>
<b>C.</b>	<b>SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED</b>									
	Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
	<b>TOTAL CUSTODIAN (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>8078740</b>	<b>1931160</b>	<b>10009900</b>	<b>100.0000</b>	<b>8081440</b>	<b>1928460</b>	<b>10009900</b>	<b>100.0000</b>	<b>0.0000</b>

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

## ii) Shareholding of promoters : NIL

Name of the Company : TELESYS INFO-INFRA INDIA LIMITED

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year	FOLIO/DP_CL_ID	PAN	Pledged Shares at beginning of the Year	Pledged Shares at end of the Year
		No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares					

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

## (iii) Change in Promoters' Shareholding (please specify, if there is no change)

Name of the Company : TELESYS INFO-INFRA INDIA LIMITED

		Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
Sl No	Name of the Share holder	No of shares	% of total shares of the company	No of shares	% of total shares of the company		

Name of the Company

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
Sl No	Name of the Share holder	No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	VAP HOLDINGS PRIVATE LIMITED				
	At the beginning of the year 30-Mar-2019	200000	1.9980	200000	1.9980
	At the end of the Year 31-Mar-2020	200000	1.9980	200000	1.9980
2	DEBASHIS DAS				
	At the beginning of the year 30-Mar-2019	83337	0.8325	83337	0.8325
	At the end of the Year 31-Mar-2020	83337	0.8325	83337	0.8325
3	PRAVIN KANTILAL VAKIL				
	At the beginning of the year 30-Mar-2019	72995	0.7292	72995	0.7292
	At the end of the Year 31-Mar-2020	72995	0.7292	72995	0.7292
4	SHABBIR SHEIKHAHMEDALLY BHARMAL JT1 : BATUL SHABBIR BHARMAL				
	At the beginning of the year 30-Mar-2019	63645	0.6358	63645	0.6358
	At the end of the Year 31-Mar-2020	63645	0.6358	63645	0.6358

5	BELABEN KAUSHIK SHAH				
	At the beginning of the year 30-Mar-2019	51079	0.5102	51079	0.5102
	At the end of the Year 31-Mar-2020	51079	0.5102	51079	0.5102
6	SADHANA AGRAWAL JT1 : GIRISH KUMAR AGRAWAL				
	At the beginning of the year 30-Mar-2019	50000	0.4995	50000	0.4995
	At the end of the Year 31-Mar-2020	50000	0.4995	50000	0.4995
7	ARJUN SINGH RAJPUROHIT				
	At the beginning of the year 30-Mar-2019	46752	0.4670	46752	0.4670
	At the end of the Year 31-Mar-2020	46752	0.4670	46752	0.4670
8	VINAY MOHANBHAI PIPALIA				
	At the beginning of the year 30-Mar-2019	45910	0.4586	45910	0.4586
	At the end of the Year 31-Mar-2020	45910	0.4586	45910	0.4586
9	N.RAJKUMAR				
	At the beginning of the year 30-Mar-2019	42900	0.4285	42900	0.4285
	At the end of the Year 31-Mar-2020	42900	0.4285	42900	0.4285
10	MADHU K GOGRI JT1 : SAMEER D GOGRI				
	At the beginning of the year 30-Mar-2019	40000	0.3996	40000	0.3996
	At the end of the Year 31-Mar-2020	40000	0.3996	40000	0.3996
	NEW TOP 10 AS ON (31-Mar-2020)				

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(v) Shareholding of Directors and Key Managerial Personnel: NIL

Name of the Company : TELESYS INFO-INFRA INDIA LIMITED

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		

**V. INDEBTEDNESS :**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b> Principal Amount	-	62643565	-	62643565
Interest due but not paid	-	-	-	-
Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	62643565	-	62643565
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
• Addition	-	-	-	-
• Reduction	-	-	-	-
<b>Net Change</b>	-	16308814	-	16308814
<b>Indebtedness at the end of the financial year</b>	-	78952379	-	78952379
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL**

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Nil	Nil	Nil	Nil	Nil
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil



2.	Stock Option	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (A)	Nil	Nil	Nil	Nil	Nil
	Ceiling as per the Act	Nil	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil	Nil

**B. Remuneration to other directors: NIL**

Amount - Rs. In Lakhs

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		Nil	Nil	Nil	Nil	Nil
1	Independent Directors • Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil	Nil
	• Commission  • Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil
4	Other Non-Executive Directors • Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil
	• Commission	Nil	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil	Nil

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Amount Rs. in Lakhs

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total

1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961.	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	<b>Total</b>	Nil	Nil	Nil	Nil

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

There were no penalties/punishment/compounding of offences for the year ending 31<sup>st</sup> March, 2020.

## ANNEXURE – II CORPORATE GOVERNANCE REPORT

### COMPANY'S PHILOSOPHY OF CORPORATE GOVERNANCE:

Telesys Info-Infra (I) Limited management constantly strives towards improving, systems and process that promote the values of transparency, professionalism, accountability and compliance. The Company remains firmly committed to this central theme and endeavors to improve these values on an ongoing basis. We have an obligation towards our stakeholders including shareholders, employees, customers, suppliers and communities to be honest, fair and forthright in our business activities.

Good corporate governance is the basis for decision-making and control processes and comprises responsible, value-based management and monitoring focused on long-term success, goal-orientation and respect for the interests of our stakeholders.

Recent amendments of Companies Act, 2013 are effective from October 1, 2014. The amended rules require Companies to get shareholders' approval for related party transactions, establish whistleblower mechanisms, elaborate disclosures on pay packages and have at least one Woman Director on their boards. The Securities and Exchange Board of India (SEBI) has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 2nd September, 2015, replacing the earlier Listing Agreement (w.e.f. 1st December, 2015). The amended norm is aligned with the provisions of the Companies Act, 2013 and is aimed to encourage Companies to 'adopt best practices on corporate governance.

### BOARD OF DIRECTORS:

At present the Board of the Company is adequately equipped and well represented by Women Directors and Independent Directors of high repute. The Chairman of the Board and Audit Committee is headed by Independent Director(s). As per the Listing Regulations, it is mandatory for the company with a non-executive director as a chairperson to have at least one-third of the independent directors. The following composition of board of directors of the company as follows:

### COMPOSITION OF THE BOARD DURING THE YEAR:

SR.N O.	NAME OF DIRECTOR	CATEGORY	DESIGNATION
1	Shri. Rajendhiran Jayaram	Executive Director	Whole time Director
2	Shri. Heerachand Jain	Non Executive , Non - Independent Director	Non Executive Director
3	Shri. Y. Sathyakumar	Non Executive , Non - Independent Director	Non Executive Director
4	Shri.Thavachithan Vaithyalingam Palaniswamy*	Non Executive , Independent Director	Independent Director
5	Smt. Rajendhiran Eswari Angali**	Non Executive, Independent Director	Independent Director
6	Shri. Murali Chengalvarayan***	Non Executive , Independent Director	Independent Director
7	Smt. Durga Devi Jaikumar****	Non Executive , Independent Director	Independent Director
8	Mr. Vinod Kumar Singhi	Chief Financial Officer(CFO)	CFO
9	Ms. Priyanka Kumawat	Company Secretary	Company Secretary

\* Shri. Thavachithan Vaithylingam Palaniswamy\* has resigned from the board w.e.f 23rd April,2019.

\*\* Smt. Rajendhiran Eswari Angali has resigned from the board w.e.f 29th August,2019.

\*\*\*Appointed with effect from 1st august,2019.

\*\*\*\*Appointed with effect from 1st august,2019.

#### MEETINGS AND ATTENDANCE DURING THE YEAR 2019-2020:

Annual General Meeting held on 30th September, 2019

Board Meetings were conducted six (Six) times during the year as follows:

Sr. No	Date	Board Strength	No. Of. Directors Present
1	16.04.2019	5	5
2	30.05.2019	4	4
3	01.08.2019	6	6
4	29.08.2019	5	5
5	13.11.2019	5	5
6	10.02.2020	5	5

The record of Attendance at Board Meetings and Membership of Board of Directors as on 31st March, 2020:

Sr. No	Name of Directors	No of Board Meetings attended during the Year	Attendance at the AGM
1	Shri. Y. Sathyakumar	4	YES
2	Shri. Heerachand Jain	6	YES
3	Shri. Rajendhiran Jayaram	6	YES
4	Shri.Thavachithan Vaithylingam Palaniswamy#	1	NA
5	Smt. Rajendhiran Eswari Angali##	3	NA
6	Shri. Murali Chengalvarayan*	4	YES
7	Smt. Durga Devi Jaikumar*	4	YES

\*Appointed with effect from 1st august,2019.

# Shri. Thavachithan Vaithylingam Palaniswamy\* has resigned from the board w.e.f 23rd April,2019.

## Smt. Rajendhiran Eswari Angali\*\* has resigned from the board w.e.f 29th August, 2019.

#### NOTES:

1. The Board evaluated each of Independent Directors participation in the Board and their vast experience, expertise and contribution to the Board and Company. Each and every related party transactions very well scrutinized and checks were made so that the Company is a beneficiary.
2. The Independent Directors held a meeting on 10-02-2020, without the attendance of Non-Independent

Directors and members of Management. All Independent Directors were present at the meeting and they have reviewed the performance of non-independent directors and the Board, performance of the Chairman and information flow structure of the Company.

3. During the period the Company received notices/declarations from the Independent Directors as per Schedule IV and section 149 (6) of the Companies Act, 2013.
4. Smt. Durga Devi Jaikumar is a Independent women director to the Board.
5. The Chairman also set up a Whistleblower mechanism in line with the policy of the company and as per SEBI notification CIR/CFD/POLICY CELL/2/2014 read with section 177 of Companies Act, 2013.

#### AUDIT COMMITTEE:

##### Brief description and terms of reference:

To oversee the Company's Financial Report process, internal control systems, reviewing the accounting policies and practices, and financial statements audited by the statutory auditors. The audit committee is duly constituted in accordance with Clause 49 of the Listing Agreement read with Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 177 of the Companies Act, 2013.

Composition of Audit Committee During the year:

Sr. No.	Name of Members	Category	Designation
1.	Smt. Durga Devi Jaikumar	Independent Director	Chairman
2.	Sri Murali Chengalvarayan	Independent Director	Member
3.	Rajendhiran Jayaram	Executive Director	Member
4.	Shri. Y. Sathyakumar	Non-executive Director	Member

Company has conducted 4(Four) Audit Committee Meeting during the year.

April – gune	guly – peptember	Ictober – aeecember	ganuary – March
30.05.2019	01.08.2019	13.11.2019	10.02.2020

Meetings and Attendance of the Audit Committee during the year:

Sr.No	Name of Member	No. of Meeting Held During the Year	No. of Meeting Attended
1	Rajendhiran Eswari Angali Palaniswamy	4	1
2	Shri. Y. Sathyakumar	4	1
3	Smt. Durga Devi Jaikumar	4	3
4	Sri Murali Chengalvarayan	4	3
5	Rajendhiran Jayaram	4	4

The Audit Committee meetings are also attended by CFO & Statutory Auditors as invitees.

**Powers of the Audit Committee:**

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

**Role of the Audit Committee:**

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

**NOMINATION AND REMUNERATION COMMITTEE:****Brief description and terms of reference:**

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our Managing Director; sitting fee payable to our Non-Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives. The Nomination and Remuneration Committee is duly constituted and the matters specified in accordance with under Clause 49 of the Listing Agreement read with Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 178 of the Companies Act, 2013.

**Composition of Nomination and Remuneration Committee During the year:**

Sr. No.	Name of Members	Category	Designation
1	Durga Devi Jaikumar	Independent Director	Chairman
2	Murali Chengalvarayan	Independent Director	Member
3	Y. Sathyakumar	Non executive Director	Member

**ROLE OF THE COMMITTEE:**

The role of Nomination and Remuneration Committee is as follows:

- determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
- identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
- reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- evaluating performance of each Director and performance of the Board as a whole;

**REMUNERATION OF DIRECTORS:**

The remuneration policy is in consonance with the existing industry practice and also with the provisions of the Companies Act, 2013. The Board of Directors has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other employees. The Company's remuneration policy is driven by the success and performance of the individual employee and the performance of the Company.

**STAKEHOLDER RELATIONSHIP COMMITTEE:****Brief description and Terms of Reference:**

To specifically look into redressal of complaints like transfer of shares, non- receipt of dividend, non-receipt of annual report etc. received from shareholders/ investors and improve efficiency. The Committee performs such other functions as may be necessary or appropriate for the performance of its duties. The Stakeholder Relationship Committee is duly constituted and the matters specified in accordance with Clause 49 of the Listing Agreement read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 178 of the Companies Act, 2013.

**Composition of Stakeholder Relationship Committee During the year:**

Sr.No.	Name of Members	Category	Designation
1	Durga Devi Jaikumar	Independent Director	Chairman
2	Murali Chengalvarayan	Independent Director	Member
3	Rajendhiran Jayaram	Executive Director	Member

**Name and designation of Compliance Officer : Priyanka Kumawat (Company Secretary)****Report on number of shareholder complaints received and resolved by the Company during the year ended March 31, 2020:**

No. of complaints pending as on April 1, 2019	0
No. of complained identified and reported during FY 2019-20	0
No. of complaints disposed of during the year ended March 31, 2020	0
No. of pending complaints as at March 31, 2020	0

**MANAGEMENT REVIEW AND RESPONSIBILITY:****FORMAL EVALUATION OF OFFICERS:**

The Remuneration Committee of the Board approves the compensation and benefits for all executive Board members. Another committee, headed by the MD, reviews, evaluates and decides the annual compensation of our officers from the level of executive upwards.

**DISCLOSURES:****1. RELATED PARTY DISCLOSURES:**

The Company has not entered into any materially significant related party transactions with its Promoters, Directors, or Management. None of the transaction with any of the related parties was in conflict with the interest of the Company.

**2. COMPLIANCE BY THE COMPANY:**

The Company has complied with the requirement of regulatory authorities on matters related to capital market and no penalties/ stricture have been imposed against the Company during the last three years.

**3. ACCOUNTING TREATMENT:**

The account treatments are in accordance with the applicable accounting standard. The company has not altered or adapted any new standard.

**4. RISK MANAGEMENT FRAMEWORK:**

The Company has a well-defined risk management framework in place. The Company has established procedures to periodically place before the Board, the risk assessment and minimization procedures being followed by the Company and steps taken by it to mitigate these risks.

**5. VIGIL MECHANISM / WHISTLE BLOWER:**

The Company has implemented a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement. The Company is committed to the high standards of Corporate Governance and stakeholder responsibility. All personnel have affirmed that they have not been denied access to the Chairman of the audit committee.

**6. NON-MANDATORY REQUIRMENTS:**

Shareholder's Rights: The half yearly financial results are published in leading newspapers and also displayed on the Company's website [www.telesysinfo.in](http://www.telesysinfo.in)

**7. PREVENTION OF INSIDER TRADING:**

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prevention of Insider Trading) Regulation, 2015 and the same is available on the



Company's website [www.telesysinfo.in](http://www.telesysinfo.in) . This policy also includes practices and procedures for fair disclosures of unpublished price-sensitive information, initial and continual disclosures.

#### 8. CODE OF CONDUCT:

In accordance with Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct for Board of Director and Senior Management.

All members of the Board of Directors and Senior Management personnel have affirmed compliance to the Code as on 31st March, 2019. A declaration to this effect signed by the Managing Director is annexed to this Report.

#### 9. MD AND CFO CERTIFICATION:

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO certification is provided in this Annual Report.

#### ANNUAL GENERAL MEETINGS:

##### Details of Annual General Meetings:

Particulars	F.Y.2019 - 2020	F.Y.2018 - 2019	F.Y.2017 - 2018
<b>Date</b>	29/09/2020	30/09/2019	29/09/2018
<b>Time</b>	10.00 A.M.	09.30 A.M.	10:00 A.M.
<b>Venue</b>	NO. 5, Damodaran Street Kellys, Kilpauk Chennai 600010	Murugan Thirumana Maligai, No 136/48, S.R.P Koil Street, Agaram, Chennai - 600082, Near Peravalur Junction	Murugan Thirumana Maligai, No 136/48, S.R.P Koil Street, Agaram, Chennai - 600082, Near Peravalur Junction
<b>Regd. Office</b>	NO. 5, Damodaran Street Kellys, Kilpauk Chennai 600010	NO. 5, Damodaran Street Kellys, Kilpauk Chennai 600010	NO. 5, Damodaran Street Kellys, Kilpauk Chennai 600010

#### MEANS OF COMMUNICATION:

Half Yearly Financial Report	The Financial results of the Company are published in leading newspapers.
Quarterly Financial Results	The quarterly financial results of the Company are published in accordance with the requirement of the Listing Agreement of the Stock Exchanges where the shares of the company are listed.
Website	<a href="http://www.telesysinfo.in">www.telesysinfo.in</a>
Administrative/Corporate Office	NO. 5, Damodaran Street Kellys, Kilpauk Chennai 600010
Whether Management Discussions and Analysis report is a part of Annual Report or not	Yes

**GENERAL SHAREHOLDERS INFORMATION:****1. 28th Annual General Meeting:**

**Date** : **07th November, 2020**  
**Time** : **11:00 A.M.**  
**Deemed Venue** : **NO. 5, Damodaran Street  
 Kellys, Kilpauk Chennai 600010**

**Date of Book Closure** : **November 02, 2020 to November 07, 2020** (both days inclusive)

**2. Tentative Calendar for financial year 2020- 2021:**

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2021 are as follows:

Financial Reporting for the Quarter Ended 30 <sup>th</sup> June 2019	By Mid of August 2020
Financial Reporting for the Quarter and Half yearly Ended 30 <sup>th</sup> September 2019	By Mid of November 2020
Financial Reporting for the Quarter Ended 31 <sup>st</sup> December 2019	By Mid of February 2021
Financial Reporting for the Quarter Ended 31 <sup>st</sup> March 2020	By Mid of May, 2021

**3. Registered Office:**

No. 5, Damodaran Street Kellys, Kilpauk Chennai 600010

**4 Listing of Shares on Stock Exchanges:**

The Company shares are listed on BSE Limited (BSE). The requisite listing fees have been paid in full to the Stock Exchanges.

**5. A) Stock Codes**

**BSE** : **532315**  
**ISIN** : **INE042B01012**

**B) Corporate Identity Number: L70200TN1992PLC023621**

**6. Market Price Data: BSE**

High, low (based on the closing prices) and number of shares traded during each month in the financial year 2019-20 on the Bombay Stock Exchange Limited and Performance of Share Price of the Company in Comparison to the BSE Sensex is not available as the trading in securities of the Company was suspended by BSE from 31st December, 2007.

**7. Registrar and Transfer Agent:****SHARE TRANSFER SYSTEM**

The share transfers in physical form are processed and the share certificates returned within a period of 10 to 15 days from the date of receipt by the Registrar and Transfer Agent so long as the documents have been clear in all respects. In case of shares in electronic form, the transfers are processed by NSDL/ CDSL through respective Depository participants. The company as per SEBI Guidelines offers the facility of transfer cum demats. There are no pending share transfers and requests for demat as on 31st March, 2020. In compliance with the Listing Agreement with the Stock Exchanges, a Practicing Company Secretary carries out an Audit of the System of Transfer and a certificate to that effect is issued.

The address of Registrar and Transfer agents is: Cameo Corporate Services Limited,  
# 1, Subramaniam Building, Club House Road,  
Mount Road, Chennai – 600 002.

Phone No. : 044 4002 0700

Email: [-cameosys@cameoindia.com](mailto:-cameosys@cameoindia.com)

**8. Outstanding ADRs / GDRs:**

The company has not issued any ADRs / GDRs

**9. Address for Correspondence:**

No. 5, Damodaran Street Kellys, Kilpauk Chennai 600010

**CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE**

To,  
The Members of  
Telesys Info-Infra (I) Limited, NO. 5, Damodaran Street Kellys, Kilpauk Chennai - 600010

We have examined the compliance of conditions of corporate governance by Telesys Info-Infra Limited ('the Company') for the year ended March 31, 2020 as stipulated in Clause 49 of the Listing Agreement and in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Bhubaneswar**  
**Date: 26-06-2020**

**For Amarendra Mohapatra & Associates**  
**Sd/-**  
**Amarendra Mohapatra**  
**Company Secretary In Practice**  
**ACS: 26257; PCS: 14901**

**DECLARATION UNDER REGULATION 26 OF THE SEBI (LISTING OBLIGATIONS AND  
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**To,  
The Members of  
Telesys Info-Infra (I) Limited,  
No. 5, Damodaran Street Kellys,  
Kilpauk Chennai - 600010**

As provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Conduct for the year ended March 31, 2020.

**Date : 26-06-2020  
Place : Chennai**

**For Telesys Info-Infra (I) Limited  
Sd/-  
Rajendhiran Jayaram  
Director  
Din: 01784664**

## ANNEXURE- III

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020**

Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**To,  
The Members of  
Telesys Info-Infra (India) Limited,  
No. 5, Damodaran Street Kellys,  
Kilpauk Chennai 600010**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Telesys Info-Infra (India) Limited (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder and certain provisions of Companies Act, 1956 and rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.

BSE has delisted the company vide its notice dated 2nd July 2018 and against the same the company approached the Ho'ble SAT . Based on the order of SAT dated 7th August 2018 , the company presently taking necessary steps for revocation of suspension at BSE.

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment (Not applicable to the Company during the Audit Period).

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

5. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
6. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
7. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, subject to amendment Act, 2018;
8. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
9. The Securities and Exchange Board of India ( Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the Audit Period);

Other laws applicable specifically to the Company namely:

10. Information Technology Act, 2000 and the rules made thereunder;
11. The Payment of Gratuity Act, 1972.

We have also examined compliance with the applicable clauses of the followings:

12. Secretarial Standard issued by The Institute of Company Secretaries of India.
13. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Listing Agreements/Regulations entered into by the Company with Bombay Stock Exchange Limited.

We further report that, there were no actions / events in pursuance of:

1. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, (Not Applicable to the Company during the Audit Period).

We report that, during the year under review, the Company has complied with the provisions of the Acts, rules, regulations, guidelines and Standards, etc. as mentioned above.

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like Labour Laws.

We further report that, the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that, Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date: 29-08- 2020  
Place: Bhubaneswar

For Amarendra Mohapatra & Associates  
Sd/-  
Amarendra Mohapatra  
Company Secretary In Practice  
ACS: 26257; PCS: 14901  
UDIN: A026257B000975766

## ANNEXURE TO THE SECRETARIAL AUDIT REPORT

To,  
The Members of  
Telesys Info-Infra (India) Limited,  
No. 5, Damodaran Street Kellys,  
Kilpauk Chennai 600010

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Date: 29-08-2020**  
**Place: Bhubaneswar**

**For Amarendra Mohapatra & Associates**  
**Sd/-**  
**Amarendra Mohapatra**  
**Company Secretary In Practice**  
**ACS: 26257; PCS: 14901**



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
[PURSUANT TO REGULATION 34(3) AND SCHEDULE V PARA C CLAUSE (10)(i) OF THE SEBI  
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

To,  
**The Members of  
Telesys Info-Infra (India) Limited,  
No. 5, Damodaran Street Kellys,  
Kilpauk Chennai 600010**

We certify that pursuant to disclosure made by all Directors of M/s. Telesys Info-Infra (India) Limited as required under section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rule, 2014 and Schedule V of SEBI (LODR) (Amendment) Regulations, 2018 and verification of data available on MCA portal, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

**Date: 26-06-2020  
Place: Bhubaneswar**

**For Amarendra Mohapatra & Associates  
Sd/-  
Amarendra Mohapatra  
Company Secretary In Practice  
ACS: 26257; PCS: 14901**

**MANAGEMENT DISCUSSIONS AND ANALYSIS****a. Industry structure and developments Information Technology**

An infrastructure of computing and communication technology, providing 24-hour access at low cost to almost any kind of price and product information desired by buyers, will reduce the informational barriers to efficient market operation. This infrastructure might also provide the means for effecting real-time transactions and make intermediaries such as sales clerks, stock brokers and travel agents, whose function is to provide an essential information link between buyers and sellers, redundant. Removal of intermediaries would reduce the costs in the production and distribution value chain. The information technologies have facilitated the evolution of enhanced mail order retailing.

**Infrastructure**

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country.

India has a requirement of investment worth Rs 50 trillion (US\$ 777.73 billion) in infrastructure by 2022 to have sustainable development in the country. India is witnessing significant interest from international investors in the infrastructure space.

**NBFC**

NBFCs have been playing an important role in channelizing the scarce financial resources in capital formation. NBFCs have been supplementing the role of the organized banking sector by bridging the credit gaps, i.e., in meeting the increasing financial needs of the corporate sector, delivering credit to the unorganized sector and to small local borrowers. NBFCs have enjoyed a more flexible structure than banks in the organized sector. The contribution made by these NBFCs in the economic growth as well as in meeting the credit needs of the economy is needed to be appreciated.

**b. Opportunities and Threats :**

Every industry facing threats like fall in international market, low consumption, increase of prices of Input.

To overcome the Company taking initiatives effective utilization resources, developing own mines, upgrading of new technology and new avenues for products and value added products.

**c. Segment-wise or product-wise performance :**

The Company has only one Info-tech.

**d. Outlook****Infrastructure**

The infrastructure sector, marred by a host of issues like lack of finance and poorly performing assets, will not do well in the coming fiscal year as well, according to ratings agency India Ratings and Research Pvt. Ltd. Road projects on toll-based revenues and coal-based thermal power sector, which have the highest loan exposure, are more likely to weigh down the overall ratings for the sector.

“The infra sector continues to grapple with high concentration of poorly performing assets resulting in not only fragile coverage metrics but also lower-than-expected equity returns to sponsors.

**Information technology (IT)**

Outlook for the Indian information technology (IT) sector is 'cautiously positive' in 2018 as challenges remain n amidst prospects of greater IT spending with global and US economies improving, industry body Nasscom said.

**NBFC SECTOR**

"The growth was supported by a healthy uptick witnessed in some key asset classes namely, commercial vehicles (CV), unsecured credit (including microfinance) and SME credit; these segments together accounted for about 60 per cent of the total NBFC-retail credit. The credit growth had dipped, post demonetisation, and remained subdued because of the uncertainties.

**e. RISKS AND CONCERNS :**

The global economic climate continues to be volatile, uncertain and prone to geo-political risks. The market is recovering slowly and global markets are expected to grow in 2020. The divergence in developed market growth as a result of the US recovery is expected to add to the volatility in the currency markets. In this global backdrop, India is expected to perform better, aided by improving macroeconomic fundamentals. However, execution of the reform and kick starting the investment cycle will be the key determinants of India's economic performance. Currently inflation is benign, upside pressures on inflation from the vagaries of monsoon or sudden changes in the rupee, could have a significant bearing on inflation.

**f. Internal control systems and their adequacy**

Internal control is an essential part of corporate governance and any weakness or inadequacy can have a greater impact on the profit of the Company. The Company remains committed in its endeavor to ensure an effective internal control environment that provides assurance on the efficiency and effectiveness of operations, reliability of financial reporting, statutory compliance and security of assets.

**g. DISCUSSION FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The financial performance is very negligible during the year, since there was no production during the year except metal recovery from the slag.

**h. MATERIAL DEVELOPMENT IN HUMAN RESOURCES /INDUSTRIAL FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

Your Company is value based organization with a culture that promotes empowerment and freedom. In a challenging and competitive environment, the organization believes people are key to success.

**i. RESEARCH AND DEVELOPMENT**

Your Company continues to derive sustainable benefit from the tradition of Research Development and many such innovation has helped significantly to develop for better product with cost effective.

**j. TECHNOLOGY ABSORPTION**

The Company maintains interaction with experts globally which has facilitated for better management. Periodical upgradation of Technology and new developments in the Industry.

**k. ENVIRONMENT, SAFETY, HEALTH AND ENERGY CONSERVATION**

Your Company has a vision of being Zero accident plant. This has been achieved through a combination of training and upgradation leveraging core technology concepts and safety standards.

**CHIEF FINANCIAL OFFICER CERTIFICATION**

**To,  
The Members of  
Telesys Info-Infra (India) Limited,  
No. 5, Damodaran Street Kellys,  
Kilpauk Chennai 600010.**

I, Mr. Vinod Kumar Maganmal Hajarimal Singhi, , Chief Financial Officer, do hereby certify as follows:

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, there are no transactions entered into by the company during the year which are fraudulent, illegal or volatile of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
1. Significant changes in internal control over financial reporting during the year;
  2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For Telesys Info-Infra (India) Limited  
Sd/-  
Vinod Kumar Maganmal Hajarimal Singhi  
(Chief Financial Officer)**

**Place: Chennai  
Date: 26-06-2020**

**Independent Auditor's Report**

To  
**The Members of M/s. Telesys Info-Infra (I) Limited**

**Report on the audit of the financial statements****Opinion**

We have audited the financial statements of M/S. Telesys Info-Infra (I) Limited ("the Company"), which comprise the balance sheet as at March 31,2020, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31,2020, and its Profit, total comprehensive income, the changes in equity and cash flows for the year ended as on that date.

**Basis for opinion**

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's responsibility for the financial statements**

The Company's board of directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the [Companies \(Indian Accounting Standards\) Rules, 2015](#) and Companies (Indian Accounting Standards) Rules, 2016, as amended from time to time, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on other legal and regulatory requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
  - a. The Company does not have any pending litigations which would impact its financial position;
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

- c. There has been no requirement in transferring amounts, to the Investor Education and Protection Fund by the Company

**For Parthasarathy Sankaran & Associates LLP**

Chartered Accountants

LLPIN : AA0-6672

Sd/-

**K A PARTHASARATHY**

Partner

Membership No.9870

Place: Chennai

Date: 26.06.2020

UDIN: 20009870AAAAA15142



## Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of **M/s. Telesys Info-Infra (I) Limited** of even date)

1. In respect of the Company's fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The fixed assets of the Company were physically verified in full by the management during the year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us, the records examined by us, we report that the Company hold freehold land, in the name of the Company as at the balance sheet date.
2. The company does not hold any inventory as on date of report, and so this clause is not applicable.
3. According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.
4. In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.
6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.
7. In respect of statutory dues:

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2020 for a period of more than six months from the date they became payable, except as per details below:
8. In our opinion and according to the information and explanations given to us, the company is not having outstanding dues to financial institutions and banks or any government or any debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.
9. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
11. In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.

13. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.
15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.
16. According to the information and explanations given to us and based on our examination of the records of the company, the company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For Parthasarathy Sankaran & Associates LLP**

Chartered Accountants

LLPIN : AA0-6672

Sd/-

**KAPARTHASARATHY**

Partner

Membership No.9870

Place: Chennai

Date: 26.06.2020

UDIN: 20009870AAAAA15142

**Annexure “B” to the Independent Auditor's Report**

(Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of M/s. Telesys Info-Infra (I) Limited of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of M/s. Telesys Info-Infra (I) Limited (“the Company”) as at March 31, 2020, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's responsibility for internal financial controls**

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of be adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

**Meaning of internal financial controls over financial reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Limitations of internal financial controls over financial reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management or override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Parthasarathy Sankaran & Associates LLP**

Chartered Accountants  
LLPIN : AA0-6672

Sd/-

**K A PARTHASARATHY**

Partner

Membership No.9870

Place: Chennai

Date: 26.06.2020

UDIN: 20009870AAAAA15142

Balance Sheet as on 31.03.2020			
Particulars	Note No	31.03.2020 (Rs.)	31.03.2019 (Rs.)
<b>I. ASSETS</b>			
<b>(1) Non Current assets</b>			
(a) Property, Plant & Equipment	1	174,010	1,497,592
(b) Capital Work in Progress			
(c) Investment Property			
(d) Financial Assets			
i) Investment			
ii) Trade Receivables			
iii) Loans	2	208,355,411	233,624,100
iv) other Financial assets			
(e) Defferred Tax Assets		34,209	
		<b>208,563,630</b>	<b>235,121,692</b>
<b>(2) Current Assests</b>			
(a) Inventories			
(b) Financial Assets			
i) Trade Receivable			
ii) Cash and Cash equivalents bank Balance	3	10,138,403	4,024,617
iii) Loans			
iv) other Financial assets			
(c) Other current Assets	4	9,911,164	9,246,124
(d) Assets held for sale			
		<b>20,049,567</b>	<b>13,270,741</b>
<b>Total Assets</b>		<b>228,613,197</b>	<b>248,392,432</b>
<b>EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	5	100,099,000	100,099,000
(b) Other Equity			
i) Retained earnings	6	(102,055,765)	(103,347,944)
ii) other reserves	7	167,203,000	167,203,000
iii) other comprehensive income			
		<b>165,246,235</b>	<b>163,954,056</b>
<b>Liabilities</b>			
<b>(2) Non- Current Liabilites</b>			
(a) Financial Liabilities			
(i) Borrowings	8	58,652,379	78,952,379
(b) Provision			
(c) Deferred Tax Liabilities (net)		-	323,857
(d) Other Non Current liabilites			
		<b>58,652,379</b>	<b>79,276,236</b>
<b>(3) Current Liabilites</b>			
(a) Finacial Liabilites			
(i) Borrowings	9	-	3,500,000
(ii) Trade Payables			
(iii) other Finacial liabilites			
(b) Provisions	10	2,368,363	1,554,920
(c) other current liabilites	11	2,346,220	107,220
		<b>4,714,583</b>	<b>5,162,140</b>
<b>Total Equity and Liabilities</b>		<b>228,613,197</b>	<b>248,392,432</b>
		(0)	0

For and on behalf of the Board

-Sd-  
Heera Chand Surana  
Director

Place : Chennai  
Date : 26.06.2020

-Sd-  
J.Rajendhiran  
Director

As per our report of even date attached  
For Parthasarathy, Sankaran & Associates LLP  
Chartered Accountants

-Sd-  
K A Parthasarathy  
Partner  
Membership No. 09870  
UDIN: 20009870AAAAA15142

**Profit and Loss account statement for the year ended 31.03.2020**

	Particulars	Note No.	Figures As At	
			31.03.2020	31.03.2019
			Rs	Rs
I	Revenue from Operations	14	2,561,646	5,000,000
II	Other income	15	25,948,692	22,240,354
III	<b>Total Revenue (I + II)</b>		<b>28,510,338</b>	<b>27,240,354</b>
IV	Expenses:			
	Cost of Software Purchased		-	-
	Purchases of Stock-in-Trade	16	-	-
	Changes in Inventories of Finished Goods		-	-
	Work-in-Progress and Stock-in-Trade		-	-
	Employee Benefits Expense	17	6,023,379	5,823,659
	Finance costs	18	436	14,912
	Impairment of Fixed Assets			
	Depreciation and Amortization Expense		59,782	281,352
	Other expenses	19	20,679,185	17,715,982
	<b>Total Expenses</b>		<b>26,762,782</b>	<b>23,835,904</b>
V	Profit before exceptional & extraordinary items & tax (III-IV)		1,747,556	3,404,450
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V-VI)		1,747,556	3,404,450
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII- VIII)		1,747,556	3,404,450
X	Tax expense:			
	(1) Current tax		813,443	655,016
	(2) Deferred tax		(358,066)	(136,699)
XI	Profit (Loss) for the period from continuing operations (IX-X)		1,292,179	2,886,133
XII	Profit/(loss) from discontinuing operations		-	-
XIII	Tax expense of discontinuing operations		-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV	<b>Profit (Loss) for the period (XI + XIV)</b>		<b>1,292,179</b>	<b>2,886,133</b>
XVI	Earnings per equity share:			
	Profit after Tax			
	No.of Shares		10,009,900	10,009,900
	Earnings per Share - Basic & Diluted		0.13	0.29

For and on behalf of the Board

As per our report of even date attached  
For Parthasarathy,Sankaran & Associates LLP  
Chartered Accountants

-Sd-  
Heera Chand Surana  
Director

-Sd-  
J.Rajendhiran  
Director

-Sd-  
K A Parthasarathy  
Partner  
Membership No. 09870  
UDIN: 20009870AAAAA15142

Place : Chennai  
Date : 26.06.2020

## Cash Flow statement for the year ended 31.03.2020

PARTICULARS	2019-20	2018-19
<b>A: CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit/Loss After Tax And Extra Ordinary Items	934,113	2,749,434
Adjustment for:		
-Depreciation	59,782	281,352
-Miscellaneous expenses written off	-	-
- Loss on sale of Fixed Assets & Shares	1,381,722	-
Profit on Sale of Shares	-	-
Goodwill Written off	-	-
Provision for diminution in the value of investments	-	-
<b>Operation Profit before Working Capital Changes</b>	<b>2,375,617</b>	<b>3,030,785</b>
Adjustment for:		
-Trade Receivables & Other Assets	25,268,689	(16,143,395)
-Inventories	-	-
- Other Payables	3,052,444	710,936
<b>Net Cash From Operating Activities</b>	<b>28,321,133</b>	<b>(15,432,459)</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES:</b>		
- Purchase of Fixed Assets	(117,922)	(71,742)
-Sale of Fixed Assets		-
Loans & Advances (Assets)	(665,040)	(1,172,085)
Long term loans and advances	(3,500,000)	(3,150,000)
<b>Net Cash used in Investing Activites</b>	<b>(4,282,962)</b>	<b>(4,393,827)</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES:</b>		
-Proceed From Issue Of Share Capital	-	-
Increase In Unsecured Loan	(20,300,002)	16,308,812
- Fees paid for Increase In Authorised Captial	-	-
- Excess Provision of Income Tax Credited Back		
<b>Net Cash From Financing Activies</b>	<b>(20,300,002)</b>	<b>16,308,812</b>
<b>D: NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>6,113,786</b>	<b>(486,688)</b>
<b>E.Cash &amp; Cash equivalents at the beginning of the year</b>	<b>4,024,617</b>	<b>4,511,304</b>
<b>F.Cash and Cash Equivalents at the end of the year</b>	<b>10,138,403</b>	<b>4,024,617</b>

For and on behalf of the Board

-Sd-  
Heera Chand Surana  
Director

Place : Chennai  
Date : 26.06.2020

-Sd-  
J.Rajendhiran  
Director

As per our report of even date attached  
For Parthasarathy,Sankaran & Associates LLP  
Chartered Accountants

-Sd-  
K A Parthasarathy  
Partner  
Membership No. 09870  
UDIN: 20009870AAAAA15142

**NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2020****1. Significant Accounting Policies and Notes on Accounts.**

Accounting policies / compliance of Accounting Standards issued by the Institute of Chartered Accountants of India.

**(1) AS 1 : Disclosure on accounting policies**

The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956, "(Which Continue to be Applicable in Respect Of section 133 of the Companies Act 2013 in Terms Of General Circular 15/2013 Dated September 13,2013 of The Ministry Of Corporate Affairs ) and in compliance with the applicable Accounting Standards referred to in Section211 (3C) of Companies Act,1956. The accounts are maintained on accrual basis as a going concern.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the revised Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current -noncurrent classification of assets and liabilities.

The preparation of financial statements requires estimates and assumptions to be made that affects the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reported period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

**(2) AS 2 : Valuation of Inventories**

Since the Company doesn't have any inventory during the year. Hence the above standard is not applicable to the Company .

**(3) AS 3: Cash Flow Statements**

Cash Flow Statement has been attached to the Balance Sheet and Profit and Loss Account.

**(4) AS 4: Events occurring after balance sheet date:**

There are no events occurring after the Balance Sheet date that require adjustment or disclosures.

**(5) AS 5: Net Profit or Loss for the period, prior period items and changes in Accounting Policies:**

There are no events occurring after the Balance Sheet date that require adjustment or disclosures.

**(6) AS 6: Depreciation Accounting**

Depreciation on fixed assets is provided on a straight line basis so as to charge the cost of the assets over the useful life of the respective assets as prescribed under part C of schedule II of the companies Act 2013. Residual value has been considered as 5% of the cost of the respective assets . Depreciation / amortization on assets added, sold or discarded during the year is provided on pro rata basis.



**(7) AS 7: Accounting for construction contracts**

The above standard is not applicable to the Company as it is not engaged in the business of construction.

**(8) AS 8 : Accounting for Research Development**

This standard has been withdrawn from 1-4-2003 consequent to the introduction of Accounting Standard AS 26 on Accounting for intangible Assets becoming mandatory.

**(9) AS 9: Revenue recognition**

Revenue is recognized and expenditure is accounted for on their accrual. Interest and other costs in connection with borrowing of funds to the extent related / attributed to the acquisition / construction of qualifying fixed assets are capitalized up to the date when such assets are ready for its intended use. Other borrowings costs are charged to Profit and Loss Accounts.

**(10) AS 10: Accounting for Fixed Assets.**

- a) Fixed Assets are stated at the values at which they are acquired, less accumulated depreciation. The value at which fixed assets are acquired includes all related expenses up to the date of putting them to use.
- b) Mod vat Credit availed on acquisition of Fixed Assets is reduced from the cost of the concerned assets.
- c) The Fixed Assets of the company are insured against fire risks for the acquisition Value / market value whichever applicable.

**(11) AS 11: Accounting for effects in foreign exchange rates.**

Since the company doesn't have any transactions during the year. Hence the above standard is not applicable to the Company

**(12) AS 12: Accounting for Government grants.**

The company has not received any grant from the Government during the year .

**(13) AS 13: Accounting of Investments.**

Current investments are valued at lower of cost and fair value.

**(14) AS 14: Accounting for amalgamations.**

The above standard is not applicable as there was no amalgamation during the year.

**(15) AS 15: Accounting for retirement benefit.**

Leave encashment is at the discretion of the management and is charged off to revenue in the year of payment. Accounting for Gratuity was made on Cash basis.

**(16) AS 16: Borrowing cost.**

Interests on borrowings to finance fixed assets are capitalized only if the borrowing costs are attributable to

the acquisition of fixed assets that take a substantial period of time to get ready for its intended use. Expenditure incurred on alteration/temporary constructions is charged off as expenditure under appropriate heads of expenditure in Profit and Loss account in the year in which it is incurred.

**(17) AS 17: Segment reporting**

Since the company's business activity falls within a single business segment, there is no additional disclosures to be provided under account standard 17-'segment reporting' other than those already provided in the financial statements.

**(18) AS 18: Related party disclosure:**

There is no related party transactions during the year.

**(19) AS 19: Leases.**

There is no lease agreement between the company and others. Hence this standard is not applicable.

**(20) AS 21: Consolidated financial statements.**

The standard is not applicable since the company does not have Subsidiary company

**(21) AS 22: Accounting for taxes on income.**

Provision is made for income tax liability estimated to arise on the results for the year at the current rate of tax in accordance with the Income Tax Act 1961.

In accordance with the Accounting Standard – 22, Accounting for Taxes on Income, issued by the Institute of Chartered Accountants of India (ICAI), and effective from 1st April 2001 and in accordance with the listing Agreements with the respective stock exchanges, the Company has recognized the deferred tax liability in the accounts whereby:

1. The Net deferred tax liability arising on account of timing differences at 31-03-2020 is Rs. 34,209/-
2. Deferred Tax resulting from timing differences between book and tax profits is accounted for under the liability method, at the current rate of tax.
3. Deferred tax assets / liabilities arising on account of brought forward losses and unabsorbed depreciation are recognized only when there is virtual certainty supported by convincing evidence that such assets will be realized. Deferred tax assets/liabilities arising on other temporary timing differences are recognized only if there is a reasonable certainty of realization.

**(22) AS 23: Accounting for investments in associates**

The above standard is not applicable to this Company as there are no associates.

**(23) AS 24: Discontinuing Operations.**

The company has not discontinued any operations during the year.

**(24) AS 25: Interim Financial Reporting**

Since the company is a Public Ltd Company quarterly financial results are sent to all Stock Exchanges.

**(25) AS 26: Intangible Assets.**

The company has not acquired any intangible assets during the year and hence the standard is not applicable.

**(26) AS 27: Financial Reporting of interests in joint ventures.**

This standard is not applicable to this company.

**(27) Provisions, Contingent liabilities and Contingent Assets**

Provisions are recognized for liabilities that can be measured only by using a substantial Degree of estimation, if

- a) The Company has a present obligation as a result of a past event.
- b) A probable outflow of resource is expected to settle the obligation; and
- c) The amount of the obligation can be reliably estimated.

Contingent liability is disclosed in case of:

- a) A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation,
- b) A present obligation when no reliable estimate is possible; and
- c) A possible obligation arising from past events where the probability of outflow of resources is not remote.

Contingent Assets are neither recognized, nor disclosed. Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet Date.

**(28) Previous year figures:**

The Revised Schedule VI has become effective from 1st April, 2011 for the preparation of Financial Statements. This has significantly impacted the disclosures and presentations made in the Financial Statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosures.

**As per our Report of even date annexed  
For PARTHASARATHY, SANKARAN & ASSOCIATES LLP  
Chartered Accountants  
FRN: 09258S**

**Sd/ -  
K.A.PARTHASARATHY  
Partner  
M.No. 09870**

**Place: Chennai  
Date : 26/06/2020  
UDIN: 20009870AAAAA15142**

Note: 1 - Details of Individual Items of Fixed Assets

S No	Description	Deprn. Rate	Gross Block			Depreciation			Net Block			
			Cost	Additions	Deletions	Total	Upto 31/03/2019	For the Year	Dep Adj	Total	WDV As At 31/03/2020	WDV As At 31/03/2019
		%	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	
<b>TANGIBLE ASSETS</b>												
1	Vehicle	25.89%	26,288	-	-	26,288	25,566	187	-	25,753	535	722
2	Office Equipment	13.91%	1,543,444	9,437	-	1,552,881	1,466,272	12,047	-	1,466,272	53,093	55,703
3	Computers	40.00%	184,552	9,788	-	194,340	130,160	25,672	-	130,160	14,011	29,895
4	Computer Software	15.00%	10,060,000	-	10,060,000	-	8,678,278	-	8,678,278	17,356,556	0	1,381,722
5	Air Conditioner	13.91%	56,750	-	-	56,750	27,200	4,110	-	31,311	25,439	29,550
6	Furniture	18.00%	-	98,696	-	98,696	-	17,765	-	17,765	80,931	-
<b>TANGIBLE ASSETS - TOTAL</b>			<b>11,871,034</b>	<b>117,922</b>	<b>10,060,000</b>	<b>1,928,956</b>	<b>10,327,476</b>	<b>59,782</b>	<b>8,678,278</b>	<b>19,027,817</b>	<b>174,010</b>	<b>1,497,592</b>

## Notes to accounts forming part of financial statements as at 31.03.2020

Particulars	As at 31.03.2020	As at 31.03.2019
	(Rs.)	(Rs.)
<b>Note 2</b>		
<b>Long-Term Loans and Advances</b>		
<b>Unsecured &amp; considered good</b>		
Loans to various parties	208,355,411	233,624,100
	<b>208,355,411</b>	<b>233,624,100</b>
<b>Note 3</b>		
<b>Cash and Cash Equivalents</b>		
(a) Balances with Banks	10,037,754	3,949,001
(b) Cash on hand	100,649	75,616
	<b>10,138,403</b>	<b>4,024,617</b>
<b>Note 4</b>		
<b>Other Current Assets (Specify nature):</b>		
GST Receivable	21,688	253,736
Sales Tax Deposit	-	20,000
Rent Deposit	-	25,000
Vending machine deposit	3,500	
Tax deducted at source	9,885,976	8,947,388
	<b>9,911,164</b>	<b>9,246,124</b>

PARTICULARS	Figures As At			
	31.03.2020 Rs	31.03.2019 Rs		
<b>Note 5</b>				
<b>Share Capital</b>				
(a) <b>Authorised</b>				
2,50,00,000 Equity Shares of Rs. 10 /- each	250,000,000	250,000,000		
(b) <b>Issued, Subscribed &amp; Paid up</b>				
1,00,09,900 (1,00,09,900) Equity Shares of Rs.10 /- each	100,099,000	100,099,000		
	<b>100,099,000</b>	<b>100,099,000</b>		
(c) <b>Par Value per Share (Rs.)</b>	10/-	10/-		
(d) <b>Reconciliation of the No. of Equity Shares outstanding at the beginning and at the end of the year</b>				
At the beginning of the year	10,009,900	10,009,900		
Add: No of Shares allotted during the year	-	-		
Less: Shares Bought Back	-	-		
At the end of the year	10,009,900	10,009,900		
(e) Details of Shareholders holding more than 5% Shares in the Company as on Balance Sheet date				
<b>Name of the Shareholder</b>	<b>No of Shares</b>	<b>% as at</b>	<b>No of Shares</b>	<b>% as at</b>
NIL	NIL	NIL	NIL	NIL

## 6. Retained Earning

Particulars	As at 31.03.2020	As at 31.03.2019
	(Rs.)	(Rs.)
<b>Surplus</b>		
Opening balance	(103,347,944)	(106,234,077)
(+) Net Profit/(Net Loss) For the current year	1,292,179	2,886,133
(+) Transfer from Reserves		
(-) Proposed Dividends		
(-) Interim Dividends		
(-) Transfer to Reserves		
(-) Depreciation Adjustment		
Closing Balance	<b>(102,055,765)</b>	<b>(103,347,944)</b>

## 7. Other Reserves

Particulars	As at 31.03.2020	As at 31.03.2019
	(Rs.)	(Rs.)
<b>Capital Reserve</b>	132,253,500	132,253,500
Add: Additions/ Transfer from P&L	-	-
Less: Deductions	-	-
Closing Balance	<b>132,253,500</b>	<b>132,253,500</b>
<b>Share Premium</b>	34,949,500	34,949,500
Add: Additions/ Transfer from P&L		
Less: Deductions		
Closing Balance	<b>34,949,500</b>	<b>34,949,500</b>
	<b>167,203,000</b>	<b>167,203,000</b>

Particulars	As at 31.03.2020	As at 31.03.2019
	(Rs.)	(Rs.)
<b>Note 8</b>		
<b>Other Long-Term Liabilities</b>		
(a) Outstanding Liabilities for Expenses	24,942	24,942
(b) Trade Advances	58,627,437	78,927,437
	<b>58,652,379</b>	<b>78,952,379</b>

Particulars	As at 31.03.2020	As at 31.03.2019
	(Rs.)	(Rs.)
<b>Note 9</b>		
<b>Short-Term Borrowings</b>		
Premier Energy & Infrastructure Ltd	-	3,500,000
	-	<b>3,500,000</b>

## 10 Short Term Provisions

Particulars	As at 31.03.2020	As at 31.03.2019
	(Rs.)	(Rs.)
(b) Income Tax	2,368,363	1,554,920
<b>Total</b>	<b>2,368,363</b>	<b>1,554,920</b>

## 11 Other Current Liabilities

Particulars	As at 31.03.2020	As at 31.03.2019
	(Rs.)	(Rs.)
Creditor for Expenses	2,231,170	32,420
Audit fees Payable	115,050	56,050
TDS Payable	-	18,750
<b>Total</b>	<b>2,346,220</b>	<b>107,220</b>

For and on behalf of the Board

As per our report of even date attached  
For Parthasarathy,Sankaran & Associates  
Chartered AccountantsHeera Chand Surana  
DirectorJ.Rajendhiran  
DirectorK A Parthasarathy  
Partner  
Membership No. 09870Place : Chennai  
Date : 26.06.2020

PARTICULARS	Figures As At	
	31.03.2020 Rs	31.03.2019 Rs
<b>Note 14</b>		
<b>Revenue from Operation</b>		
Sale of Services	2,561,646	5,000,000
	<b>2,561,646</b>	<b>5,000,000</b>
<b>Note 15</b>		
<b>Other Income</b>		
Interest Income	25,948,692	22,240,354
Commission received	-	-
	<b>25,948,692</b>	<b>22,240,354</b>
<b>Note 16</b>		
<b>Purchase of Stock-in-Trade</b>		
Purchases of Shares	-	-
	-	-
<b>Note 17</b>		
<b>Employee Benefits Expenses</b>		
(i) Salaries and Wages	5,814,423	5,407,984
(ii) Staff Welfare	208,956	415,675
	<b>6,023,379</b>	<b>5,823,659</b>
<b>Note 18</b>		
<b>Finance Cost</b>		
Bank Charges	436	14,912
	<b>436</b>	<b>14,912</b>
<b>Note 19</b>		
<b>Other Expenses</b>		
Payments to the auditor as		
Statutory Auditor	59,000	56,050
Business Promotion Exp	1,338,289	1,126,392
Commission Paid	2,820,000	4,190,526
Consultancy Charges	16,000	789,349
Electricity	8,361	122,207
Legal Fees	55,000	150,000
Miscellaneous Expenses	444,554	352,283
Postage & Courier	33,492	92,319
Printing & Stationary	55,547	97,417
Rent	365,500	600,000
Repairs & Maintenance Building	404,721	332,603
Donation	35,200	15,000
Roc Fees	30,700	35,414
Telephone Charges	80,965	86,619
Travelling & Conveyance	1,201,424	1,486,731
Bad Debts	11,351,037	5,105,365
Advertisement Expense	63,027	19,600
Transport&Freight Expense	1,287	495,755
Professional fee	269,900	390,700
Interest paid	-	615,351
BSE relisting fee	663,459	1,550,840
AGM Meeting Expense	-	5,460
Loss on sale of Fixed Assets	1,381,722	-
	<b>20,679,185</b>	<b>17,715,982</b>

As per our report of even date attached

For and on behalf of the Board

For Parthasarathy,Sankaran & Associates LLP  
Chartered AccountantsHeera Chand Surana  
DirectorJ.Rajendhiran  
DirectorK A Parthasarathy  
Partner  
Membership No. 09870Place : Chennai  
Date : 26.06.2020

