



**RAMESH CHANDRA MISHRA & ASSOCIATES**  
Company Secretary in Practice & Corporate Legal Advisor

**COMPLIANCE CERTIFICATE**

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendment/modification thereof)

To  
The Board of Directors  
**TELESYS INFO-INFRA (I) LIMITED**  
**(FORMERLY KNOWN AS TELESYS SOFTWARE LIMITED)**  
Add: No. - 1/L Blackers Road, 2F Gaiety Palace 2nd Floor  
Chintadripet Chennai TN 600002 IN.

Dear Sir,

We, Ramesh Chandra Mishra & Associates — having CP No. 3987, Practicing Company Secretary, have been appointed by the TELESYS INFO-INFRA (I) LIMITED (FORMERLY KNOWN AS TELESYS SOFTWARE LIMITED) (hereinafter referred to as 'Company') having CIN L70200TN1992PLC023621 and having its Registered Office at No. - 1/L Blackers Road, 2F Gaiety Palace 2nd Floor Chintadripet Chennai Chennai TN 600002 IN to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In connection with the proposed preferential issue upto 1,14,31,121 Equity shares of Rs. 10/- each at a issue price of Rs. 19/- each of TELESYS INFO-INFRA (I) LIMITED (FORMERLY KNOWN AS TELESYS SOFTWARE LIMITED) (hereinafter referred to as "Company"), to the non-promoters (hereinafter 'Proposed Allottees'), aggregating to upto Rs. 21,71,91,299 (Preferential Issue), the Company is required to obtain a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, as amended (the "ICDR Regulations").

Accordingly, this certificate is being issued under the ICDR Regulations.

**MANAGEMENT'S RESPONSIBILITY:**

The Management of the Company is responsible for ensuring the compliance of the requirements of the ICDR Regulations detailed as under:

- i. Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue;
- ii. Determination of the minimum price of Equity Share in terms of Regulation 165 of the ICDR Regulations;
- iii. Compliance with the conditions/ requirements of the ICDR Regulations.



**Verification:**

For the purpose of confirming that the proposed preferential issue is in compliance of the applicable provisions of the ICDR Regulations, we have examined the following limited documents as provided by the Company and available on the date of this certificate:

- a. Certified copy of Board Resolution dated October 28,2022 and November 19,2022, approving Preferential Issue of upto 1,14,31,121 Equity Shares of Rs. 10/- each at an issue price of Rs. 19/- per equity share, aggregating upto Rs. 21,71,91,299 to the Proposed Allottee:
- b. Confirmation from the Company that:
  - i. The Board of Directors of the Company have decided November 21, 2022, as the "Relevant Date" being the date thirty days prior to the date on which the meeting of shareholders is expected to be held i.e., December 21,2022, to consider and approve the Preferential Issue;
  - ii. The Company has determined the minimum price of equity shares in terms of Regulation 165 of the ICDR Regulations;
  - iii. The Board of Directors of the Company has at its meeting held on November 19,2022, approved Notice convening the Extra-ordinary General Meeting of the Company and approved the Preferential Issue on October 28,2022 and November 19,2022 respectively;
  - iv. The proposed Preferential Issue is being made to Proposed Promoter of the Company;
  - v. None of the Proposed Allottee are ineligible for allotment in terms of Regulation 159 of the ICDR Regulations;
  - vi. The equity shares held by the Proposed Allottee are already in dematerialized form;
  - vii. The pre-preferential equity shares held by the Proposed Allottee have already been placed under lock-in;
  - viii. The Proposed Allottee have not sold or transferred any equity shares of the Company during the ninety trading days preceding the Relevant Date;
  - ix. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Securities and Exchange Board of India thereunder;
  - x. The Company will file an application seeking in-principle approval for the proposed Preferential Issue on the same day when the notice is being sent in respect of the Extra-ordinary general meeting seeking shareholders' approval for the proposed Preferential Issue;



- xi. The Company has no outstanding dues to the Securities and Exchange Board of India, Stock Exchanges where the securities of the Company are listed (i.e. BSE Ltd. and the Depositories (i.e. NSDL/ CDSL).

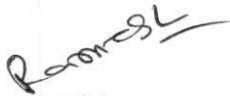
**Certification:**

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the proposed Preferential Issue is being made in compliance with the conditions/ requirements of ICDR Regulations stated above under the heading of verification.

**Assumption & Limitation of Scope and Review:**

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the - Company.
4. our scope of work did not include verification of compliance with other requirements of the ICDR Regulations, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc., as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.
5. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission in the general meeting of the shareholders considering the proposed preferential issue and should not be used by any other person or for any other purpose.

For Ramesh Chandra Mishra & Associates



Ramesh Mishra  
Practicing Company Secretary  
Membership No. F5477  
C.P. No. - 3987



Date: 19-11-2022  
Place: Mumbai  
UDIN: F005477D001383691