

TELESYS INFO INFRA (INDIA) LIMITED
(Formerly known as Telesys Software Limited)

26th ANNUAL REPORT
2017-18

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TELESYS INFO INFRA (INDIA) LIMITED

Board of Directors :	1. Shri. Heerachand Jain –Director 2. Shri. Y. Sathyakumar - Whole time Director. 3. Shri. Rajendhiran Jayaram- Director 4. Shri. Thavachithan Vaithylingam Palaniswamy- Independent Director 5. Smt. Rajendhiran Eswari Angali - Independent Director
Auditors	Parthasarathy Sankaran & Associates, Chartered Accountants, 5/31, East Abhiramapuram, Second Street, Mylapore, Chennai – 600004
Bankers	1.Punjab National Bank T. Nagar Branch, Chennai – 600 017. 2.Karur Vysya Bank, 49, Kellys Road, Kilpauk, Chennai – 600 010 3.Tamilnadu Mercantile Bank Mount Road Branch Chennai -600 002.
Registered Office	New No. 72, Old No. 33, First Floor, Giri Road, T. Nagar, Chennai – 600 017.
Share Transfer Agents	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 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TELESYS INFO INFRA (INDIA) LIMITED WILL BE HELD ON 29TH DAY OF SEPTEMBER THE SATURDAY, 2018 AT 10.00 A.M AT MURUGAN KALYANA MALIGAI, NO 136/48, S.R.P KOIL STREET, AGARAM, CHENNAI - 600082, NEAR PERAVALUR JUNCTION TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statements of the Company as at **31st March, 2018** , together with the Reports of the Directors and the Auditors thereon as presented to this Annual General meeting, be and are hereby approved and adopted”.

2. **To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** Sri Heerachand Jain, Director, [DIN: 01319086] who retires by rotation and, being eligible, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. **To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions , if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the appointment of M/s. Parthasarathy Sankaran & Associates, Chartered Accountants, Firm Registration NO: 009258S, to hold office from the conclusion of this Annual General Meeting till the conclusion of 31st Annual General Meeting , at such remuneration and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

SPECIAL BUSINESS:

4. **Alteration In Object Clause Of Memorandum Of Association:**

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

“**RESOLVED THAT** pursuant to provisions of Sections 13(9), 108 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rule 20 of Companies (Management and Administration) Rules 2014 and other relevant rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of RBI, consent of the members of the Company be and is hereby accorded to alter the object clause in the Memorandum of Association of

the Company by expanding the existing object clause by way of insertion of New Object, the Object Clause of the Memorandum of Association of the Company be and is hereby amended in the manner set out hereunder.

The existing Object Clause III(A) of the Memorandum of Association of the Company be and is hereby altered by way of insertion of the following new clause III before the existing Clause No. III (A) (2) and number as :

3. To carry on the business of leasing company, hire purchase company and finance company and to undertake and or arrange or syndicate all types of business relating to financing of consumers, individuals, industry or corporates. To carry on the business of a holding and investment company, and to lend, advance money, invest with or without security to individuals, partnerships and corporates, and to buy, underwrite and to invest in and acquire and hold shares, stocks, debentures, debenture stock, bonds, obligation or securities of companies or partnership firms or body corporates or any other entities whether in India or elsewhere either singly or jointly with any other person(s), body corporate or partnership firm or any other entity .To engage in all forms of securitization, installment sale and/or deferred sale relating to goods or materials, to purchase the book debts and receivables of companies and to lend or give credit against the same, to undertake real estate business, to borrow to transact business as promoters, financiers, monetary agents, to carry out business of a company established with the object of financing industrial enterprises and to arrange or provide financial and other facilities independently or in association with any person, Government, Financial Institutions, Banks, Industrial Companies or any other agency, in the form of lending or advancing money by way of loan, working capital finance, refinance, project finance or in any other form,, whether with or without security, to institutions, bodies corporate, firms, associations, societies, trusts, authorities, industrial enterprises and to arrange or provide facilities for the purposes of infrastructure development work or and for providing infrastructure facilities or engaging in infrastructure activities and to raise and provide venture capital and promote or finance the promotion of joint stock companies to invest in, to underwrite to manage the issue of and to trade in their shares or other securities.

“RESOLVED FURTHER THAT the Board be and is hereby authorized Mr. Heerachand Jain (DIN-01319086) and / or Mr. Rajendhiran Jayaram (DIN – 01784664) Director of the company Director of the company in consultation with the Audit Committee to finalize and approve necessary execution of documents, NOC approvals and security documents as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

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

Date : 14-08-2018
Place : Chennai

Sd/-
Heerachand Jain
Director
Din: 01319086

Sd/-
J. Rajendhiran
Director
DIN: 01784664

NOTES:

1. ***A MEMBER OF THE COMPANY, WHO IS ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.***
2. Instrument of proxy, in order to be effective, must be received at the company's registered office not less than forty-eight hours before the time fixed for holding the annual general meeting. A form of proxy is enclosed.
3. The explanatory Statement pursuant to Section 102 of the Companies Act, relating to item No. 4 is annexed hereto.
4. The Register of Members and the Share Transfer books of the Company will remain closed from 24.09.2018 to 29.09.2018 [both days inclusive] for the purpose of Annual General Meeting.
5. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the AGM through electronic mode. Electronic copy of the Annual Report including Notice of the 26th AGM of the Company, inter alia, indicating the Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same. For members who have not registered their email address, physical copies of the annual report are being sent in the permitted mode.
6. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with the DP at the earliest, to enable the Company to use the same for serving documents electronically. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the RTA. The Annual Report is available on the Company's website www.telesys.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4

The resolution mentioned at Item No. 4 of the Notice relates to the Alteration of the Object Clause of the Memorandum of Association of the Company with respect to insertion of new object clause after the existing objects of the company. At present the Company has engaged in the business of Info Tech. However, inadvertently 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 with RBI, it is necessary to amend the object clause of the Company subject to the approval of RBI and the members of the Company and hence it is proposed to amend the Object Clause by inserting new Clauses i.e. - Clause III (A) of the Memorandum of Association of the Company.

In terms of the provisions of Section 13 (9) of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, for alteration of object clause in Memorandum of Association

of the company requires the approval of Members by way of Special Resolution. The Board therefore recommends the Resolution as set out at Item No. 4 for approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

The Company is desirous of seeking your consent/confirmation of the above resolutions appended below. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.

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.
- 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 PAN with Bank account number or existing password.

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.

viii) 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.

ix) If you are holding shares in Demat form and have logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.

x) 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.

xi) 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.

xii) 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.

xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xiv) 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 with a copy marked to helpdesk.evoting@cdslindia.com.

xv) In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.

xvi) The e-voting period commences **on Wednesday, 26th September, 2018 at 9.00 a.m and closes by 5.00 p.m on Friday, 28th September, 2018.**

7. Members are requested to produce the Attendance Slip, sent along with the Annual Report, duly signed as per the specimen signature recorded with the Company for admission to the Meeting.
8. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier verification of attendance at the Meeting.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from **24.09.2018 to 29.09.2018** (both days inclusive).
10. 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.

11. 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.
12. Members are requested to note that any dividend which remains un-cashed for a period of seven years will get transferred to Investor Education and Protection Fund in terms of Section 205 C of the Companies Act, 1956 or Section 125 of the Companies Act, 2013.

13. GENERAL INSTRUCTION FOR E-VOTING:

- (i) The e-voting period commences on Wednesday, September 26, 2018 (9.00am IST) and end on Friday, September 28, 2018 (5.00 p.m. IST). During this period shareholders of the company, holding share either in physical form or in dematerialized form, as on September, 22, 2018 (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 September, 22, 2018.
- (iii) Sri. Ramesh Chandra Mishra, 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 26th Annual General Meeting of the Company to be held on September 29, 2018 along with the scrutinizer's report shall be placed on the Company's website www.telesys.co.in and on the website of CDSL www.evoting.cdsi.com and simultaneously communicated to Bombay Stock Exchange Limited, where the shares of the Company are listed within 2 days of the AGM.

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

Sd/-
Heerachand Jain
Director
Din: 01319086

Date : 14-08-2018
Place : Chennai

DIRECTOR'S REPORT

Your Directors are glad to present the 26th Annual Report of your company together with the Audited Accounts of the Company for the financial year ended **31st March 2018**.

FINANCIAL HIGHLIGHTS:

(Rs.)

Particulars	31.03.2018	31.03.2017
Income	1,99,32,229	1,92,63,309
Profit / (Loss) before Depreciation and Tax	2016813	1,22,90,237
Less: Depreciation	302313	3,39,386
Profit/ (Loss) Before Tax	1714500	(1,26,29,623)
Provision for Taxation - Current	329870	9,32,182
Provision for Deferred Tax – Asset	-38228	1,19,023
Profit/ (Loss) After Tax	1422858	(1,36,80,828)

OPERATIONAL REVIEW

During the year under review, the company has earned a Net profit of Rs. **1422858/-** as against a loss of Rs. **1,36,80,828/-** during the previous year. The financial results of the company compared to the previous year are summarized as under:

DIVIDEND:

Your directors do not recommend any dividend during this year.

MATERIAL CHANGES AND COMMITMENTS:

As per CHAPTER V COMPULSORY DELISTING the Company has been delisted without giving any proper Notice to the Company, against which the Company is approaching SAT to take the corrective measures.

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 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. The same has been put for special Resolution under agenda No.4 of the Notice.

AMOUNT TRANSFERRED TO RESERVES:

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

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 Five [5] times during the financial year on 26.05.2017, 12.07.2017, 16.10.2017, 10.01.2018 and 19.01.2018

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, subject to ratification by the members of the Company every year at such remuneration as may be decided by the Board of Directors of the company with the consultation of the said audit firm.

The Audit Committee at its meeting has recommended the reappointment of the Auditors.

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-2**.

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 2018 is annexed as **Annexure -3**.

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

RRELATED PARTY TRANSACTION:

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREGIN 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.

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.

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

Mr. Thavachithan Vaithyalingam Palaniswamy, Smt. Rajendhiran Eswari Angali has been appointed as the independent director of the company as per Section 149(10) of the Companies Act, 2013 for a term of 5 consecutive years on the Board of the Company.

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.

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:

During the year no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

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 work place(Prevention , Prohibition 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
For Telesys Info Infra (India) Limited

Date : 14-08-2018
Place : Chennai

Sd/-
Heerachand Jain
Director
Din: 01319086

Sd/-
J. Rajendhiran
Director
DIN: 01784664

MGT-9**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31.03.2018

[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	NEW NO. 72, OLD NO. 33, FIRST FLOOR, GIRI ROAD, T.NAGAR, CHENNAI – 600017.
Whether listed company Yes / No	Yes . At present delisted
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 : cameo@cameoindia.com Website : www.cameoonline.net

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	13.35
2	OTHER INCOME – GIVING LOANS	9953	86.65

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

	Category of Shareholders	No. of shares held at the beginning of the year - 01.4.2017				No. of shares held at the end of the year - 31.3.2018			% Change during the year	
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
(1)	Indian									
(a)	Individual/HUF	0	0	0	0	0	0	0		-
(b)	Central Govt	-	-	-	-	-	-	-		-
(c)	State Govt(s)	-	-	-	-	-	-	-		-
(c)	Bodies Corp.									
(d)	Banks / FI	-	-	-	-	-	-	-		-
(e)	Any Other	-	-	-	-	-	-	-		-
	Sub-Total (A)(1)	0	0	0	0	-	0	0		-
(2)	Foreign									
(a)	NRIs - Individuals		0		0.00		0			0.00
(b)	Other Individuals	-	-	-	-	-	-	-		-
(c)	Bodies Corp.									-
(d)	Banks / FI	-	-	-	-	-	-	-		-
(e)	Any Other	-	-	-	-	-	-	-		-
	Sub-Total (A)(2)	-	-	-	-	-	-	-		-
	Total shareholding of Promoter (A)= (A)(1)+(A)(2)	0	0	0	0	0	0	0		-
B.	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds									
(b)	Banks / FI	100	-	100	0.00	100	-	100	0.00	-
(c)	Central Govt	-	-	-	-	-	-	-		-
(d)	State Govt(s)	-	-	-	-	-	-	-		-
(e)	Venture Capital Funds	-	-	-	-	-	-	-		-
(f)	Insurance Companies	-	-	-	-	-	-	-		-
(g)	FIIIs	-	-	-	-	-	-	-		-
(h)	Foreign Venture Capital Investors	-	-	-	-	-	-	-		-
(i)	Any Other - Foreign Portfolio Investors	-	-	-	-	-	-	-		-

	Sub- Total (B)(1)	100	-	-	0.00	100	-	100	0.00	-
2.	Non- Institutions									
(a)	Bodies Corporate	473560	19800	493360	4.93	455072	19800	474872	4.93	-
(i)	Indian	-	-	-	-	-	-	-		-
(ii)	Overseas	-	-	-	-	-	-	-		-
(b)	Individuals									
i	Individual shareholders holding nominal shares capital up to Rs.1 lakh	6442966	1872060	8315026	83.07	6457105	1871760	8328865	83.07	-
ii	Individual shareholders holding nominal shares capital in excess of Rs.1 lakh	893984	42900	936884	9.36	893984	42900	936884	9.36	-
(c)	Others (specify)									
	Trust	2600	-	2600	0.02	2600	-	2600	0.03	+0.01
	Non-Resident Indians	6411	-	6411	0.08	7460	-	7460	0.07	-0.01
	Hindu Undivided Family	254619	-	254619	2.54	258219	-	258219	2.54	-
	Foreign National	-	-	-	-	-	-	-		-
	Clearing Members	900	-	900	0.00	900	-	900	0.00	-
	Sub- Total (B)(2)	8075040	1934760	10009800	100	8075340	1934460	1000800	100	
	Total Public Shareholding (B)= (B)(1)+(B)(2)	8075140	1934760	10009900	100	8075440	1934460	10009900	100	
(C)	Shares held by Custodian for GDRs and ADRs									
	GRAND TOTAL (A)+(B)+(C)	8075140	1934760	10009900	100	8075440	1934460	10009900	100	

(ii) Shareholding of Promoters NIL

Sl.No	Name Of The Holder(S)	Shareholding at the beginning of the year (01.4.17)			Shareholding at the Ending of the year(31.3.18)		
		Number of shares	Percentage	% of shares pledged / encumbered to total shares	Number of shares	Percentage	% of shares pledged / encumbered to total shares

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

Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change
	At the End of the year				

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

		Shareholding at the beginning of the year		Shareholding at the end of the year	
Sl. No.	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	VAP HOLDINGS PRIVATE LIMITED	200000	2.00	200000	2.00
2	DEBASHIS DAS	83337	0.83	83337	0.83
3	PRAVIN KANTILAL VAKIL	72995	0.73	72995	0.73
4	SHABBIR SHEIKHAMEDALLY BHARMAL BATUL SHABBIR BHARMAL	63645	0.64	63645	0.64
5	BELABEN KAUSHIK SHAH	51079	0.51	51079	0.51
6	SADHANA AGARWAL GIRISH KUMAR AGARWAL	50000	0.50	50000	0.50
7	ARJUNSINGH RAJPUROHIT	46752	0.47	46752	0.47
8	VINAY MOHANBHAT PIPALIA	45910	0.46	45910	0.46
9	N.RAJKUMAR	42900	0.43	42900	0.43
10	MADHU K GOGRI SAMEER D GOGRI	40000	0.40	40000	0.40

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	HEERACHAND JAIN	0	0	0	0
2	Y.SATYAKUMAR	0	0	0	0
3	J.RAJENDHIRAN	0	0	0	0
4	T.V.PALANISWAMY	0	0	0	0
5	R.ESWARI ANGALI	0	0	0	0

V. INDEBTEDNESS :: Indebtedness of the Company including interest outstanding/accrued but not due for payment

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

Total (i+ii+iii)	-	-	-	-
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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	Nil	Nil	Nil	Nil	Nil
	• Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil
	• Commission	Nil	Nil	Nil	Nil	Nil
	• Others, please specify					
	Total (1)	Nil	Nil	Nil	Nil	Nil

4	Other Non-Executive Directors	Nil	Nil	Nil	Nil	Nil
	• Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil
	• Commission	Nil	Nil	Nil	Nil	Nil
	• Others, please specify					
	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	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(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
	Total	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
C. OTHER OFFICERS IN DEFAULT					
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 31st March, 2018.

AUDITOR'S REPORT

Independent Auditor's Report
To the Members of
TELESYS INFO-INFRA (I) LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of TELESYS INFO-INFRA (I) LIMITED, which comprise the balance sheet as at 31 March 2018, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "standalone financial statements").

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the

appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;

In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and

In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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 Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.

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

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.

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;

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;

In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

on the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

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"; and

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:

The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements.

The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses]

There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Parthasarathy, Sankaran & Associates

Chartered Accountants,

Firm Registration No. 09258 S

Sd/-

K.A.Parthasarathy

Partner

M.No.09870

Place: Chennai

Date: 29.05.2018

Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2018, we report that:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(a) The inventories lying with the Company have been physically verified by management during the year end. This clause is not applicable to this company.

(b) In our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of business. This clause is not applicable to this company.

(c) In our opinion the company is maintaining proper records of inventories and according to records of the company the discrepancies noticed on physical verification of stocks as compared to book records which in our opinion were not material in relation to the operations of the company have been properly dealt in the books of the company. This clause is not applicable to this company.

According to the information and explanations given to us, the company has granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013.

In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company

In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.

There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.

In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute.

The Company has not taken loans or borrowings from any financial institution, banks, government or debenture holders during the year.

The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

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 sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

According to the information and explanations give 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.

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 him. Accordingly, paragraph 3(xv) of the Order is not applicable.

The Company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Parthasarathy, Sankaran & Associates

Chartered Accountants,

Firm Registration No. 09258 S

Sd/-

K.A.Parthasarathy

Partner

M.No.09870

Place: Chennai

Date: 29.05.2018

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls 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 TELESYS INFO-INFRA (I) LIMITED as of 31 March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, 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 Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls

and, both issued by the Institute of Chartered Accountants of India. 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 was 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 judgment, including the assessment of the risks of material misstatement of 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 controls 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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent 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 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, 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 and Associates
Chartered Accountants,
Firm Registration No. 09258 S

Sd/-

K.A.Parthasarathy

Partner

M.No.09870

Place: Chennai

Date : 29.05.2018

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018**

[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,
TELESYS INFO-INFRA (I) LIMITED

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by TELESYS INFO-INFRA (I) 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 my opinion thereon. However, during the Financial Year ending March 31, 2018, the Company had no operations.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 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:

I 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, 2018 according to the provisions of:

The Companies Act, 2013 (the Act) and the rules made thereunder;
The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

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

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 1992.

- (c) 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.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and National Stock Exchange During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

All statutory returns are being made up to date.

ESI facility is not covered.

There were no related Party transactions during the year.

The provisions of the Securities Contract Regulation Act 1956 and the rules made there under are not applicable to the Company.

I, 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.

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, 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I, 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.

Place: Bhubaneswar

Date: 28th May, 2018

For Amarendra Mohapatra & Associates

Sd/-

Amarendra Mohapatra

Company Secretary In Practice

ACS: 26257; PCS: 14901

DECLARATION REGARDING COMPLIANCES BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a code of conduct for the members of the Board and Senior Management Personnel.

I confirm that the company has, in respect of the financial year ended 31st March, 2018, received from the members of the Board and Senior Management Team of the Company, a declaration of compliance with the code of conduct as applicable to them.

Sd/-
HEERACHAND JAIN
Director

Place : Chennai
Date : 29-05-2018

INDEPENDENT AUDITORS' COMPLIANCE CERTIFICATE TO THE MEMBERS TELESYS INFO INFRA (INDIA) LIMITED

1. We have examined the compliance of conditions of Corporate Governance by **TELESYS INFO - INFRA (INDIA) LIMITED** ("the Company"), for the year ended on March 31, 2018, as stipulated in:
 - Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) for the year ended on March 31, 2018
 - Regulations 17 to 27 (excluding regulation 23 (4)) and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the year ended on March 31, 2018
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to our view of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated regulation 17 to 27 and clauses(b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2018.

5. We state that such compliance 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.

For Parthasarathy, Sankaran and Associates

Chartered Accountants,

Firm Registration No. 09258 S

Sd/-

K.A.Parthasarathy

Partner

M.No.09870

Place: Chennai

Date : 29.05.2018

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted Code of Conduct for its employees including the Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors.

Both these Codes are available on the Company's website, www.telesys.co.in

I confirm that the Company has in respect of the financial year ended March 31, 2018, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

By Order of the Board of Directors

For Telesys Info Infra (India) Limited

Sd/-

HEERACHAND JAIN

(Director)

Date : 29-05-2018

Place : Chennai

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

India Ratings and Research has maintained a negative outlook for the infrastructure sector for FY18. 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 amidst prospects of greater IT spending with global and US economies improving, industry body Nasscom said.

NBFC Sector

Rating agency Icra NSE 1.21 % today revised the outlook on NBFCs' retail credit growth upwards to about 17-19 per cent for FY18 and said the growth trend will hold in the current financial year also.

"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 2019. 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.

REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2017-18

A. MANDATORY REPORTS ON CORPORATE GOVERNANCE

I. Company's Philosophy on Corporate Governance:

Your Company has always striven to incorporate appropriate standards for good corporate governance. The company's philosophy of Corporate Governance is aimed at exhibiting maximum transparency to the investors by providing them with more information. This is done not only with the information that are to be revealed under mandatory provisions but also with those information which according to the Management and the Board are relevant to the investors and other Statutory Authorities to whom these Reports are addressed to. It has taken adequate steps to ensure that all mandatory provisions of corporate governance as prescribed under the amended listing agreements of the stock exchanges, with which the company is listed are complied with.

II. Board of Directors :

Composition and Category

The Board has 5 Directors, comprising of Three Executive Directors and Two Non-Executive Independent Directors as on **31st March, 2018**.

None of the directors is a member in more than 10 committees or acting as a Chairman of more than five committees across all companies in which they are directors.

The composition of the Board of Directors, the number of other Directorship and Committee positions held by the Director, of which the Director is a member/ Chairman as on March 31, 2018 are as under:

Name	Designation	Category	No. of Board Meetings attended during 2017-18	Whether attended the last AGM	No. of Directorships in public companies	No. of other Board committees (Other than Telesys Info Infra (India) Limited) in which he/she is member/ chairperson
Heerachand Jain	Director	Executive	5	Yes	3	Nil
Y. Sathyakumar	Whole time Director	Executive	5	Yes	Nil	Nil
Thavachithan Vaithyalingam Palaniswamy	Director	Non-Executive and Independent	5	Yes	2	Nil
Rajendhiran Jayaram	Director	Executive	5	Yes	2	Nil
Rajendhiran Eswari Angali	Director	Non-Executive Independent	5	Yes	2	NIL

III. Board Meetings :

During the financial year ended **31st March, 2018**, Five [5] Board meetings were held i.e. on 26.05.2017, 12.07.2017, 16.10.2017, 10.01.2018 and 19.01.2018

The gap between two Board meetings did not exceed four months.

IV. Committees of the Board

The Board of Directors has constituted 3 Committees of the Board viz.

- _ Audit Committee
- _ Nomination and Remuneration Committee and
- _ Stakeholders Relationship Committee

The Board determines the terms of reference of these Committees from time to time. Meetings of these Committees are convened by the respective Committee Chairman. At each Board Meeting, minutes of these Committees are placed before the Directors for their perusal and noting.

a) AUDIT COMMITTEE :

The Audit Committee of the Board of Directors of the Company, inter-alia, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

TERMS OF REFERENCE:

Audit Committee:

The Company had constituted an Audit Committee in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (LODR) Regulations, 2015. The broad terms of reference of the Audit Committee were:

- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) examination of the financial statement and the auditors' report thereon;
- (iv) approval or any subsequent modification of transactions of the Company with related parties;
- (v) scrutiny of inter-corporate loans and investments;
- (vi) valuation of undertakings or assets of the Company, wherever it is necessary;
- (vii) evaluation of internal financial controls and risk management systems;
- (viii) monitoring the end use of funds raised through public offers and related matters.

The scope of the Audit Committee has been in compliance with the provisions of SEBI (LODR) Regulations, 2015.

5 meetings held during the year viz., on 26.05.2017, 12.07.2017, 16.10.2017, 10.01.2018 and 19.01.2018. The attendance of the Committee Members is as follows:

Sr. No	Name of the Member	Status	No. of meetings	
			Held	Attended
1.	Sri. Thavachithan Vaithylingam	Chairman	5	5
2.	Palaniswamy	Member	5	5
3.	Sri. Yaddanapudi Satyakumar Smt. Rajendhiran Eswari Angalee	Member	5	5

b) NOMINATION AND REMUNERATION COMMITTEE :

The Company has constituted the 'Nomination and Remuneration Committee' with the scope as prescribed under the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI (LODR) Regulations, 2015

The broad terms of reference of the Remuneration Committee are inter-alia to periodically reviewing the size and composition of the Board, formulating the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, establishing and reviewing Board and senior executive succession plans, evaluation of Board Performance, reviewing and making recommendations to the Board on the remuneration of the Managing Director, Executive Director and KMPs, the total level of remuneration of Non-Executive Directors and for individual

remuneration of the Non-Executive Directors and the Chairman. The Committee also undertakes the functions as specified in the SEBI (LODR) Regulations, 2015.

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.

(a) Remuneration of Executive Directors:

The details of remuneration paid to the Executive Directors during the financial year 2017-18 are given below:
(Rs. In Lacs)

Sr. No.	Name of Directors	Salary	Benefits and Perquisite	Contribution to PF, Superannuation, Gratuity & Leave Encashment	Total
1	Shri. Y. Sathyakumar	NIL	NIL	NIL	NIL
2	Shri. Rajendhiran Jayaram	NIL	NIL	NIL	NIL

Notes:

- The Company does not have a Scheme for grant of Stock Options to the Directors or Employees.
- The appointment of Managing Director and Whole-time Director are by way of Board/Special Resolution and covering terms and conditions of the services. There is no separate provision for severance fees.

(b) Remuneration of Non-Executive Directors:

The details of remuneration paid to Non-Executive Directors for the year 2017-18 are given below:

Sr. No.	Name of the Directors	Sitting fees	Number of Share Held
1	Shri. Thavachithan Vaithyalingam Palaniswamy	NIL	NIL
2	Smt. Rajendhiran Eswari Angali	NIL	NIL

Notes:

- The criteria for payments of remuneration are time spent by the Non-Executive Directors at the meeting of the Board and Committees.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and in compliance with the requirement of SEBI, LODR, 2015, the Board has carried out annual performance evaluation of its own performance, Directors individually as well evaluation of the working of its committees. Structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board functioning such as adequacy of the composition of the Board and its committees, board culture, execution and performance of specific duties / obligation and governance.

c) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee consists of Sri. Thavachithan Vaithyalingam Palaniswamy, Sri. Yaddanapudi Satyakumar and Smt. Rajendhiran Eswari Angal as members of the Committee.

The functions of the Committee include (i) dealing with the investors complaints viz., delay in transfer of shares, non-receipt of annual report, dividends / share certificates, dematerialization of shares, replacement of lost / stolen / mutilated shares certificate etc., (ii) investigating into investor complaints and taking necessary steps for redressal thereof.

The Committee met on 26.05.2017, 12.07.2017, 16.10.2017, 10.01.2018 and 19.01.2018.

Name of the Member S/Shri	No. of meetings	
	Held	Attended
Sri. Thavachithan Vaithyalingam	5	5
Palaniswamy	5	5
Sri. Yaddanapudi Satyakumar	5	5
Smt. Rajendhiran Eswari Angal		

Name and designation of Compliance Officer: Sri Vinod M Singhi, Compliance Officer

Report on number of shareholder complaints received and resolved by the Company during the year ended March 31, 2018:

No. of complaints pending as on April 1, 2017	0
No. of complained identified and reported during FY 2017-18	0
No. of complaints disposed of during the year ended March 31, 2018	0
No. of pending complaints as at March 31, 2018	0

V. GENERAL BODY MEETINGS :

Location and time, where last three Annual General Meetings were held is given below:

General Body Meeting	Date	Venue	Time	Special Resolutions passed at AGM
AGM for the year 2017	28-09-2017	Nalvar Thirumana Maaligai, 136 (48) SRP. Koil Street, Agaram, Chennai – 600 082	10.00 A.M.	NO
AGM for the year 2016	30-09-2016	Nalvar Thirumana Maaligai, 136 (48) SRP. Koil Street, Agaram, Chennai – 600 082	10.30 A.M.	NO

AGM for the year 2015.	30-09-2015	Nalvar Thirumana Maaligai, 136 (48) SRP. Koil Street, Agaram, Chennai – 600 082	9.30A.M.	No
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VI. SUBSIDIARIES : NIL

VII. CODE OF CONDUCT:

The Board of Directors has adopted the Code of Business Conduct and Ethics for Directors and Senior Management. The said code has been communicated to the Directors and members of the Senior Management and they have affirmed compliance with the same.

VIII. PREVENTION OF INSIDER TRADING :

The Company has framed a Code of Conduct for prevention of Insider Trading based on SEBI (Insider Trading) Regulations, 1992 as amended from time to time. This code is applicable to all Directors/Officers/Designated Employees. The code ensures the prevention of dealing in company's shares by persons having access to unpublished price sensitive information.

MEANS OF COMMUNICATION:

- (i) The Board of Directors of the company approves and takes on record the quarterly and yearly financial results in the proforma prescribed by Regulation 33 of the SEBI(LODR) Regulations, within one month of the close of the respective period.
- (ii) The approved financial results are forthwith sent to the listed stock Exchanges.
- (iii) Management Discussion and Analysis forms part of the Annual Report, which is posted to the shareholders of the company.
- (iv) The Company has not made presentations to Institutional Investors or to Analysts.
- (v) Company's Email ID: telesys1992@yahoo.com

IX. GENERAL SHAREHOLDERS INFORMATION :

Registered Office : **New No. 72, Old No. 33, First Floor, Giri Road, T. Nagar, Chennai – 600 017.**

Number of AGM : **26th AGM**

Date : **29-09-2018**

Day : **Saturday**

Time : **10.00 a.m.**

Venue : **Murugan Kalyana Maligai, No:136/48, S.R.P.Koil Street, Agaram, Chennai – 600 082.**

Financial year : **1ST April, 2017 to 31st March, 2018**

Book Closure date: **September 24, 2018 to September 29, 2018 (BOTH DAYS INCLUSIVE)**

Dividend payment: **Not Applicable**

LISTING ON STOCK EXCHANGES:

The Bombay Stock Exchange Limited, Mumbai.

LISTING FEES : The company has paid listing fees upto the financial year 2011-2012

REGISTRAR AND TRANSFER AGENTS:

CAMEO CORPORATE SERVICES LIMITED,
#1, SUBRAMANIAM BUILDING,
CLUB HOUSE ROAD,
MOUNT ROAD,
CHENNAI – 600 002.

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, 2018. 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.

SHARE PRICES:

Stock Code: 532315

Market Price Data:

High, low (based on the closing prices) and number of shares traded during each month in the financial year 2017-18 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.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report is included in the Directors Report and forms part of the Annual Report.

X. COMPLIANCE CERTIFICATE OF THE AUDITORS :

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated the Agreement with the Stock Exchanges and the same is annexed to the Directors Report and Management Discussion and Analysis. The certificate from the Statutory Auditors will be sent to the listed Stock Exchanges along with the Annual Reports of the Company.

XI. CHIEF EXECUTIVE OFFICER CERTIFICATE :

The Chief Executive Officer have certified to the Board as required under regulation of SEBI(LODR)Disclosure and the same is annexed to and forms part of this report.

SHARE HOLDING PATTERN AS ON 31ST MARCH, 2018

Category	Shares	%
A. Promoters Holdings		
1. Promoters		
Indian Promoters	0	0.00
Foreign Promoters	---	---
2. Persons Acting in concert	---	---
Sub-Total	0	0.00
A. Non Promoters Holdings		
3. Institutional Investors		
a) Mutual Funds and UTI	---	---
b) Banks, Financial Institutions, Insurance Companies, (Central/ State Govt/ Institutions/ Non- Government Institutions) City Union Bank	100	0.009
FII's		
Sub-Total	100	0.009
4. Others		
a) Bodies Corporate	494512	4.94
b) Clearing members & Trusts	3500	0.34
c) Indian Public	9503828	94.94
d) NRI/OCBs		
e) Any other (Please Specify)	7460	0.07
HUF	---	---
Shares in Transit		
Forfeited Shares		
Foreign National		
Sub-Total	10009300	99.994
Grand Total	10009900	100.00

DISTRIBUTION SCHEDULE AS ON 31.03.2018

No. of Equity Shares Held	No. of Shareholders	%	No. of Shares	%
Upto 5000	25135	91.18	32493390	32.46
5001 – 10000	1133	4.11	10021120	10.01
10001 – 20000	624	2.26	10225150	10.22

20001 – 30000	212	0.77	5568200	5.56
30001 – 40000	89	0.32	3267590	3.26
40001 – 50000	136	0.49	6578630	6.57
50001 –100000	150	0.54	11811200	11.80
100001 and above	86	0.31	2013372	20.12
Total	27565	100.00	10009900	100.00

Dematerialization of Shares and Liquidity:

The company's shares are available for trading on both the depositories in India viz., National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on 31st March, 2018 the details of shares in demat mode and in physical mode are as under:

No. of shares in Physical mode : 1934460
No. of shares in dematerialized mode CDSL : 3099684
NSDL : 4975756

Under the Depository system the International Securities Identification Number (ISIN) allotted to the Company's Shares is **INE042B01012**

Outstanding GDRs/ADRs/ Warrants: Nil

XII. DISCLOSURES :

There are no materially significant transactions made by the company with its promoters, the directors or the management, their subsidiaries or relatives etc. which require separate disclosure. In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The trading in securities of the Company was suspended by BSE from 31st December, 2007 on account of some non-compliances of listing agreement clauses. However, the company complied with all the provisions of the listing agreement up to date and paid the reinstatement fees. The suspension of trading is not revoked by the BSE till date. The Company has complied with the mandatory requirements relating to strengthening the responsibilities of Audit Committee, improving the quality of financial disclosures, including related party transactions and periodical review by the Board and its constituted committees. The Company has adopted the non-mandatory requirements with regard to setting up of a remuneration committee.

OTHER DISCLOSURES

(a) Disclosure on materially significant related party transactions that may have potential conflict with the interests of listed entity at large.

There were no such transaction which may have potential conflict with the interests of the Company.

- (b) **Details of non compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:**

There was no non-compliance of any provisions applicable to the Company.

- (c) **Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the Audit Committee:**

The Company has adequate vigil mechanism in place. The Company has a Whistle Blower Policy that provides a formal mechanism for all employees of the Company to approach the Ethics Counselor/Chairman of the Audit Committee of the Company and make protective disclosures about the unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.

- (d) **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:**

The Company has complied with all applicable mandatory requirements as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (e) **Web link where policy for determining 'material' subsidiaries is disclosed**

The Company does not have any material subsidiaries.

- (f) **Web link where policy on dealing with Related Party transactions**

Related details will be posted, as and when arise, on www.telesys.co.in

- (g) **Disclosure on commodity price risks and commodity hedging activities – Not applicable**

1. **Non-compliance of any requirement of corporate governance report of sub-paras mentioned above with reasons there of shall be disclosed**

There was no non-compliance of any of the provisions applicable to the Company.

2. **The Corporate Governance report shall also disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted**

The Company has adopted following discretionary requirements as specified in Part E of Schedule II:

- _ The Company has moved towards a regime of financial statements with unmodified audit opinion.
- _ The Company has separate posts of chairperson and Managing Director
- _ The internal auditor is free to report directly to the audit committee.

3. **The disclosures of the compliance with corporate governance requirements specified in regulations 17 to 27 and clause(b) to clause (i) of sub-regulation (2) of regulation 46 shall be made in the section of corporate governance of the annual report**

Complied wherever applicable.

4. Disclosure by key managerial personnel about related party transactions:

During the year under review, there were no materially significant related party transactions, which have potential conflict with the interest of the Company at large.

The Company has laid down a policy for dealing with Related Party Transactions. This policy is displayed on the website of the Company, viz, www.telesys.co.in

5. Disclosure of Accounting Treatment

The applicable Accounting Standards as issued by the Institute of Chartered Accountants of India and notified by the Central Government under Companies (Accounting Standards) Rules, 2006 as amended from time to time, have been followed in preparation of the financial statements of the Company.

6. Board Disclosures – Risk Management

The procedures for risk assessment and minimisation have been disclosed elsewhere in the annexure to the Directors' Report.

7. Proceeds from public issues, rights issues, preferential issues etc:

The Company has not made any capital issues during the financial year.

8. Matters related to Capital Markets:

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. The trading of the securities has been suspended since 2007.

9. CEO/CFO Certification

Chief Financial Officer of the Company has given a certificate to the Board of Directors as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulation, for the year ended 31st March, 2018.

10. Share Capital Reconciliation Audit

A qualified practicing Company Secretary carried out Share Capital Reconciliation audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held in electronic mode with NSDL and CDSL.

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To

The members of Telesys Info-Infra (I) Limited

1. We have examined the compliance of conditions of Corporate Governance by Telesys Info-Infra (I) Limited for the year ended March 31, 2018 as stipulated in Regulation 17 to 27 and 34(3) read with Schedule - V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as applicable).
2. The compliance of conditions of corporate governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Corporate Governance Certificate issued by the Institute of Company Secretaries of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. 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 to the extent applicable to it. As the securities of the Company has been suspended since December 2007
4. 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: 28th May, 2018

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

Company Registration details

The Company is registered in the State of Tamil Nadu. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L70200TN1992PLC023621.

Address for Correspondence:

Regd. Office:

New No. 72, Old No. 33,
First Floor, Giri Road,
T. Nagar, Chennai – 600 017.

Registrar And Transfer Agents:

Cameo Corporate Services Limited,
#1, Subramaniam Building,
Club House Road, Mount Road,
Chennai – 600 002.

E-mail id for redressal of Investor requests/complaints:-

E-mail : telesys1992@yahoo.com.

Factory Location : Nil

TELESYS INFO-INFRA (I) LIMITED
New No.72, Old No.33, First Floor, Giri Road, T.Nagar, Chennai - 600 017.
Balance Sheet as on 31.03.2018

	Particulars	Note	Figures as at		
			31.03.2018	31.03.2017	31.03.2016
		No.	Rs	Rs	Rs
I.	ASSETS				
	NON-CURRENT ASSETS				
	(i) Property, plant and equipment	2	1707201	2009514	2748900
	(ii) Intangible Assets		0	0	0
	(iii) Capital Work-in-Progress		0	0	0
	(iv) Intangible Assets under Development		0	0	0
	Financial Assetss				
	(i) Non-Current Investments	3	0	0	16000000
	(ii) Deferred Tax Assets (Net)		0	0	0
	(iii) Long-Term Loans & Advances	4	217243552	186887191	155683988
	(iv) Other Non-Current Assets		0	0	0
	CURRENT ASSETS				
	Inventories		0	0	0
	Financial Assetss				
	(i) Current Investments	5	0	0	0
	(ii) Trade Receivables		0	0	0
	(iii) Cash & Cash Equivalents	6	4511304	4931829	4998669
	(iv) Short-term Loans & Advances	7	0	0	4960000
	(v) Other Current Assets	8	8315941	27869433	84673096
	TOTAL		231777998	221697969	269064655
II.	EQUITY AND LIABILITIES				
	EQUITY				
	Equity Share Capital	9	100099000	100099000	100099000
	Other Equity				
	(i) Reserves & Surplus	10	60968923	59546065	73226894
	NON-CURRENT LIABILITIES				
	Financial Liabilities				
	(i) Long-Term Borrowings		0	0	0
	(ii) Other Long Term Liabilities	11	62643565	55187152	80282165
	Deferred Tax Liabilities (Net)		460556	498784	379761
	Long-Term Provisions		0	0	0
	CURRENT LIABILITIES				
	Financial Liabilities				
	(i) Short-Term Borrowings	12	6650000	4519000	14324000
	(ii) Trade Payables		0	0	0
	(iii) Other Current Liabilities		0	0	0
	Short-Term Provisions	13	955954	1847968	752835
	NOTES TO FINANCIAL STATEMENTS				
	TOTAL		231777998	221697969	269064655

For and on behalf of the Board

Sd/-
Heera Chand Surana
Director

Sd/-
J.Rajendhiran
Director

Place : Chennai
Date : 29.05.2018

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

Sd/-
K A Parthasarathy
Partner
Membership No. 09870

TELESYS INFO-INFRA (I) LIMITED
New No.72, Old No.33, First Floor, Giri Road, T.Nagar, Chennai - 600 017.
Statement of Profit and Loss for the year ended 31.03.2018

	Particulars	Note No.	Figures As At	
			31.03.2018	31.03.2017
			Rs	Rs
I	Revenue from Operations	14	2341710	330000
II	Other income	15	17590519	18932309
III	Total Revenue (I + II)		19932229	19262309
IV	Expenses:			
	Cost of Software Purchased		0	0
	Purchases of Stock-in-Trade	16	0	0
	Changes in Inventories of Finished Goods		0	0
	Work-in-Progress and Stock-in-Trade		0	0
	Employee Benefits Expense	17	7841722	7899895
	Finance costs	18	3544	2262
	Depreciation and Amortization Expense		302313	339386
	Other expenses	19	10070151	23650389
	Total Expenses		18217730	31891932
V	Profit before exceptional & extraordinary items & tax (III-IV)		1714499	-12629623
VI	Exceptional Items		0	0
VII	Profit before tax (VII- VIII)		1714499	-12629623
VIII	Tax expense:			
	(1) Current tax		329870	932182
	(2) Deferred tax		-38228	119023
	(3) Excess Provision of Income Tax of earlier years Credited back			
IX	Profit (Loss) for the period from continuing operations (IX-X)		1422858	-13680828
V	Profit/(loss) from discontinuing operations		0	0
XIV	Tax expense of discontinuing operations		0	0
XII	Profit/(loss) from Discontinuing operations (after tax) (XII- XIII)		0	0
XIII	Profit (Loss) for the period (XI + XIV)		1422858	-13680828
XIV	Earnings per equity share:			
	Profit after Tax			
	No. of Shares		10009900	10009900
	Earnings per Share - Basic & Diluted		0.14	-1.37

For and on behalf of the Board

Sd/-
Heera Chand Surana
Director

Sd/-
J.Rajendhiran
Director

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

Sd/-
K A Parthasarathy
Partner
Membership No. 09870

Place : Chennai
Date : 29.05.2018

PARTICULARS	2017-18	2016-17
A: CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit/Loss After Tax And Extra Ordinary Items	1,384,630	(13,561,805)
Adjustment for:		
-Depreciation	302,313	339,386
-Miscellaneous expenses written off	-	-
- Loss on sale of Fixed Assets & Shares	-	16,000,000
Profit on Sale of Shares	-	-
Goodwill Written off	-	-
Provision for dimution in the value of investments	-	-
Operation Profit before Working Capital Changes	1,686,943	2,777,580
Adjustment for:		
-Trade Receivables & Other Assets	19,553,533	-
-Inventories	-	-
- Other Payables	(867,000)	(23,999,881)
Net Cash From Operating Activities	20,373,476	(21,222,300)
B: CASH FLOW FROM INVESTING ACTIVITIES:		
- Purchase of Fixed Assets	-	(5,852,500)
-Sale of Fixed Assets	-	6,252,500
Loans & Advances		30,560,460
Long term loans and advances	(22,925,000)	-
Net Cash used in Investing Activities	(22,925,000)	30,960,460
C: CASH FLOW FROM FINANCING ACTIVITIES:		
-Proceed From Issue Of Share Capital	-	-
Increase In Unsecured Loan	2,131,000	(9,805,000)
- Fees paid for Increase In Authorised Captial	-	-
- Excess Provision of Income Tax Credited Back		-
Net Cash From Financing Activies	2,131,000	(9,805,000)
D: NET INCREASE IN CASH AND CASH EQUIVALENTS	(420,524)	(66,840)
E. Cash & Cash equivalents at the beginning of the year	4,931,829	4,998,669
F. Cash and Cash Equivalents at the end of the year	4,511,305	4,931,829
Place : Chennai	Heera Chand Surana	
Date : 29.05.2018	Director	
AUDITORS CERTIFICATE		
We have examined the attached Cash Flow statement of Telesys Info-Infra (I) Limited (the company) for the Year Ended 31st March 2018.The statement has been prepared by the company in accordance with the requirements of Listing Agreement and is based on and in agreement with the Corresponding Profit and Loss Account and Balance Sheet of the company covered by our report of even date to the members of the company.		
	I Parthasarathy, Sankaran and Associates Chartered Accountants Sd/- K A Parthasarathy Partner Membership No.09870	
Place : Chennai		
Date : 29.05.2018		

PARTICULARS	Figures As At		
	31.03.2018	31.03.2017	01.04.2016
	Rs	Rs	Rs
ASSETS			
NON-CURRENT ASSETS			
Note 3			
Non-Current Investments			
Other Investments			
Investments in:			
Quoted	0	0	0
Unquoted	0	0	0
i) Sambhav Energy Limited			4000000
Cost of 80000 (P.Y.635520) Equity Shares of Face Value Rs.10 each			
ii) Navochem India Pvt Ltd			12000000
Cost of 120000(P.Y.Nil) Equity Shares of Face Value Rs.10 each			
	0	0	16000000
Note 4			
Long-Term Loans and Advances			
Unsecured & considered good			
Loans to various parties	217243552	186887191	155683988
	217243552	186887191	155683988
Note 5			
Current Investments			
Other Investments			
Investments in:			
Quoted	0	0	0
Unquoted	0	0	0
	0	0	0
Note 6			
Cash and Cash Equivalents			
(a) Balances with Banks			
Balance with scheduled Banks in			
- Current Account	4465938	4636225	4782519
(b) Cash on hand	45366	295604	216150
	4511304	4931829	4998669
Note 7			
Short-term loans and advances			
Unsecured and considered good			
Loans to various parties	0	0	4960000
	0	0	4960000
Note 8			
Other Current Assets (Specify nature):			
Advance for Property	0	21500000	79000000
Service Tax	803488	717726	987006
CGST	101738	0	0
Sales Tax Deposit	20000	20000	20000
Rent Deposit	25000	25000	25000
Tax deducted at source	7365715	5606707	4641090
	8315941	27869433	84673096

	PARTICULARS	Figures As At		
		31.03.2018	31.03.2017	01.04.2016
		Rs	Rs	Rs
	Note 9			
	Share Capital			
(a)	Authorised			
	2,50,00,000 Equity Shares of Rs. 10 /- each	250000000	250000000	250000000
(b)	Issued, Subscribed & Paid up			
	1,00,09,900 (1,00,09,900) Equity Shares of Rs.10 /- each	100099000	100099000	100099000
		100099000	100099000	100099000
(c)	Par Value per Share (Rs.)	10/-	10/-	10/-
(d)	Reconciliation of the No. of Equity Shares			
	outstanding at the beginning and at the end			
	of the year	10009900	10009900	10009900
	Add: No of Shares allotted during the year	0	0	0
	Less: Shares Bought Back	0	0	0
	At the end of the year	10009900	10009900	10009900

(e)	Details of Shareholders holding more than 5% Shares in the Company as on Balance Sheet date						
	Name of the Shareholder	No of Shares at year end 2018	% as at year end	No of Shares at year end 2017	% as at year end	No of Shares at year end 2016	% as at year end
1	Omni Ax's Software Limited	5183050	0.22	5183050	0.22	5183050	0.22
2	Dynamic Securities Limited	2559800	0.11	2559800	0.11	2559800	0.11

	31.03.2018	31.03.2017	01.04.2016
	Rs	Rs	Rs
Note 10			
Reserves & Surplus			
Capital Reduction Reserve	132253500	132253500	132253500
Share Premium	34949500	34949500	34949500
Profit & Loss Appropriation Account			
As per last Balance Sheet	-107656935	-93976106	-96312047
Add: Profit /(Loss) for the year	1422857.614	-13680828	2335941
Less: Depreciation	0	0	0
	60968923	59546065	73226894
Note 11			
Other Long-Term Liabilities			
(a) Outstanding Liabilities for Expenses	24942	0	0
(b) Trade Advances	62618623	55187152	80282165
	62643565	55187152	80282165
Note 12			
Short-Term Borrowings			
Advances for Software	0	2019000	9324000
Premier Energy & Infrastructure Ltd	3500000	0	0
Sambhav Energy Limited.(Current Ac)	3150000	0	0
Advances for Property	0	2500000	5000000
	6650000	4519000	14324000

PARTICULARS	Figures As At		
	31.03.2018	31.03.2017	01.04.2016
	Rs	Rs	Rs
Note 13			
Short - Term Provisions			
(a) Provision for Salary Payable	0	0	117550
(b) Others - Audit Fees Payable	51300	36242	36242
- Rent Payable		25000	25000
- Tds Payable	4750	28008	4008
- Provision for Income Tax	899904	1502218	570035
- Surana	0	256500	0
	955954	1847968	752835
		As per our report of even date attached	
For and on behalf of the Board		For Parthasarathy Sankaran & Associates	
		Chartered Accountants	
Sd/-	Sd/-	Sd/-	
Heera Chand Surana	J. Rajendhiran	K A Parthasarathy	
Director	Director	Partner	
		Membership No. 09870	
Place : Chennai			
Date : 29.05.2018			

PARTICULARS	Figures As At	
	31.03.2018	31.03.2017
	Rs	Rs
Note 14		
Revenue from Operation		
Sale of Services	2341710	330000
	2341710	330000
Note 15		
Other Income		
Interest Income	17535052	13216708
Interest on IT Refund	52438	22901
Interest on Fixed Deposit	3029	0
Land Development Fees(Kernex)	0	1795200
Short Term Fees(Land Sold to Kernex)	0	3897500
	17590519	18932309
Note 16		
Purchase of Stock-in-Trade		
Purchases of Shares	0	0
	0	0
Note 17		
Employee Benefits Expenses		
(i) Salaries and Wages	7203578	7536280
(ii) Staff Welfare	638144	284895
(iii) Bonus	0	78720
	7841722	7899895
Note 18		
Finance Cost		
Bank Charges	3544.25	2262
	3544.25	2262

Note 19		
Other Expenses		
Payments to the auditor as		
Statutory Auditor	56050	40250
Business Promotion Exp	827041	1782453
Commission Paid	3895555	1100000
Consultancy Charges	594625	41900
Electricity	141507	136828
Legal Fees	96500	11000
Office Maintenance Charges		126000
Miscellaneous Expenses	381841.51	389299
Postage & Courier	122202	158282
Printing & Stationary	149782	191893
Rent	234000	174000
Repairs & Maintenance Building	534267	432452
Donation to Jain International Trade organisation	1100000	0
Roc Fees	4500	100000
Telephone Charges	99473	236039
Travelling & Conveyance	1832807	1444577
Bad Debts	0	1285416
Long Term Share Loss	0	4000000
Short Term Share Loss	0	12000000
	10070151	23650389
	As per our report of even date attached	
For and on behalf of the Board	For Parthasarathy Sankaran & Associates	
	Chartered Accountants	
Sd/- Sd/-	Sd/-	
Heera Chand Surana J.Rajendhiran	K A Parthasarathy	
Director Director	Partner	
	Membership No. 09870	
Place : Chennai		
Date : 29.05.2018		

Note: 2 - Details of Individual Items of Fixed Assets

S No	Description	Deprn. Rate	Gross Block				Depreciation				Net Block	
			Cost	Additions	Deletions	Total	Upto 31/03/2017	For the Year	Dep Adj	Total	WDV As At	
											31/03/2018	31/03/2017
	TANGIBLE ASSETS	%	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
1	Land @ Hyderabad	0	0	0	0	0	0	0	0	0	0	0
2	Vehicle	0.26	26288	0	0	26288	24974	340	0	25314	974	1314
3	Office Equipment	0.14	1543444	0	0	1543444	1466272	10735	0	1466272	66437	77172
4	Computers	0.40	137010	0	0	137010	130160	2740	0	130160	4110	6850
5	Computer Software	0.15	10060000	0	0	10060000	8147581.6	286863	0	8434444	1625556	1912418
6	Air Condtioner	0.14	32550	0	0	32550	20790.106	1636	0	22426	10124	11760
	TANGIBLE ASSETS - TOTAL		11799292	0	0	11799292	9789778	302313	0	10078616	1707201	2009514

CORPORATE INFORMATION

TELESYS INFO - INFRA (I) LTD is a Public limited incorporated and domiciled in India, under the Indian Companies Act, 1956. Its Equity shares are listed on BSE Limited. Its registered office is situated at New No.72, Old No.33, First Floor, Giri Road, T.Nagar, Chennai - 600 017.

The company is engaged in providing To design, develop, program, test, produce, sell, lease, import, export, hire, license, use, dispose-off, operate, train, fabricate, construct, distribute, assemble; charter; acquire, market, recondition, work upon or otherwise deal in Information Technology Systems and Services including Telecommunication equipments.

The Company is engaged in the business to construct, build, alter, acquire, convert, improve, design, direct, establish, equip, develop, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, test, Inspect, locale, modify, own, Operate, run, protect, promote, provide, participate reconstruct, ground, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist and to act as builder and developer, civil engineer, architectural engineer, interior decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, sub-contractor, turnkey contractor and manager of all types of electrical mechanical constructions and developmental work in all its branches, such as roads, ways, culverts, dams, bridges, railways, tram-ways, water tanks, reservoirs, canals, wharves, warehouses, factories, houses, flats, apartments, housing towers, offices, shops, buildings, sheds, properties, godown, structures, drainage and sewage works, land development, agro farming, water distribution and filtration systems, docks, marine, ship breaking, harbours, port development, piers irrigation works, foundation.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the Significant Accounting Policies adopted in the preparation of these Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1.1 BASIS FOR PREPARATION OF ACCOUNTS

a. Statement of Compliance with Ind AS

The Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The Financial statements up to year ended 31st March 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

These Financial Statements for the year ended 31st March, 2018 are the first financial statements of the Company under IND AS. The date of transition to Ind AS is 1st April, 2016. Accordingly, the Company has followed the provisions of Ind AS 101, 'First Time Adoption of Indian Accounting Standards', in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. 1 April 2016. Certain of the Company's Ind AS accounting policies used in the Opening Balance sheet differed from its previous GAAP policies applied as at 31 March 2016, and accordingly adjustments were made to restate the opening balances as per Ind AS. The resulting adjustments arose from events and transactions before the date of transition to Ind AS. Therefore, as required by Ind AS 101, those adjustments were recognized directly through retained earnings as at 1 April 2016.

b. Current versus Non-Current classification

All assets and liabilities have been classified as Current or Non Current as per the Company's normal operation cycle i.e. twelve months and other criteria set out in the Schedule III of the Act.

c. Historical Cost Convention

The financial statements are prepared on accrual basis of accounting under historical cost convention in accordance with Generally Accepted Accounting Principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified there under, except for the following:

- Certain financial assets and liabilities that are measured at fair value
- Defined benefit plans - plan assets measured at fair value

1.2 USE OF ESTIMATES

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, impairment of trade receivables, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

1.3 REVENUE RECOGNITION

a) Sale of Goods

Revenue from the sale of goods is recognised when property in the goods, or all significant risks and rewards of ownership of the goods have been transferred to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods as well as its collection. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, related discounts and volume rebates. It includes excise duty and subsidy and excludes Value Added Tax / Sales Tax/ GST.

b) Rendering of services

Revenue of services are recognized when the services are rendered.

c) Dividend

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established.

d) Interest Income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

1.4 FOREIGN CURRENCY TRANSACTIONS

a) Functional and Presentation Currency

The financial statements are presented in Indian Rupee (INR), which is company's functional and presentation currency.

b) Initial Recognition

Transactions in foreign currencies are recorded at the exchange rate prevailing on the dates of the transactions. Exchange difference arising on foreign exchange transaction settled during the year are recognized in the Statement of profit and loss of the year.

c) Measurement of foreign currency items at the Balance sheet date

Monetary assets and liabilities denominated in foreign currencies are re-translated into functional currency at the exchange rate prevailing at the end of the reporting period. Non monetary assets and liabilities that are measured based on a historical cost in a foreign currency are not re-translated. Exchange differences arising out of these transaction are charged to the profit and loss.

1.5 PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS

a) Property, Plant and Equipment (PPE)

i) Recognition and Measurement

Freehold land is carried at cost. All other items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenses directly attributable to the acquisition of the assets. The cost of an item of a PPE comprises its purchase price including import duty, and other non-refundable taxes or levies and any directly attributable cost of bringing the assets to its working condition of its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

ii) Subsequent expenditure

Expenditure incurred on substantial expansion up to the date of commencement of commercial production are capitalised. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

b) Capital Work-In-Progress and Pre-Operative Expenses During Construction Period

Capital work-in progress includes expenditure directly related to construction and incidental thereto. The same is transferred or allocated to respective Property, Plant and Equipment on their completion / commencement of commercial production.

c) Intangible assets

Intangible assets are held on the balance sheet at cost less accumulated amortization and impairment loss if any.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all its Property, Plant and equipment, including intangible assets, recognised as at 1 April 2016, as per the previous GAAP and used that carrying value as its deemed cost of such property, plant and equipment and intangible assets .

1.6 IMPAIRMENT OF NON- FINANCIAL ASSETS

The Company's non-financial assets other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is an indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of time value of money and the risks specific to the CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment losses recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amount of the other assets of the CGU on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognized in prior periods, the Company reviews at reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

1.7 DEPRECIATION AND AMORTISATION

Depreciation is computed using Straight Line Method (SLM) over the useful lives of the assets as specified in Schedule II to the Companies Act, 2013. Lease hold land is amortized over the period of lease.

Intangible Assets are amortized over their individual estimated useful lives on a Straight Line basis, commencing from the year in which the same are available to the Company for its intended use. The useful life so determined is as follows:

Software Licenses

The management believes that the useful life as given above the best represent the period over which the management expects to use these assets.

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Depreciation and amortization on property, plant and equipment added/disposed off during the year has been provided on pro-rata basis with reference to the date of addition/disposal.

Depreciation and amortization methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate

1.8 FINANCIAL INSTRUMENTS

I. Financial Assets

a) Classification of financial assets

The Company classifies financial assets as subsequently measures at amortized cost, fair value through other comprehensive income or fair value through profit & loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

i) Debt instrument at amortized cost:

A 'debt Instrument' is measured at the amortized cost if both the following conditions are met: - The asset is held within a business model whose objectives is to hold assets for collecting contractual cash flow and - Contractual terms of the asset give rise on specified dates to cash flow that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium and fees or cost that are an integral part of the EIR. The EIR. Amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. The category generally applies to trade and other receivable.

ii) Debt instrument at fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flow and selling the financial assets, where the assets' cash flow represents solely payments of principal and interest are measuring at FVOCI, movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue or foreign exchange gains and losses which are recognised in profit and loss. When the financial assets is derecognized, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest

income from these financial assets is included in other income using the EIR method. The company does not have any instruments classified as fair value through other comprehensive income (FVOCI).

iii) Debt instrument measured at fair through profit and loss (FVTPL):

Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/ (losses) in the period in which it arises. Interest income from these financial assets is included in other income.

iv) Equity investments:

Investment in associates are accounted using equity method.

All other equity investments which are in scope of Ind-AS 109 are measured at fair value. Equity instrument which are held for trading are classified as at FVTPL. For all other equity investments, the Company decide to classify the same either as at fair value through other comprehensive income (FVOCI) or FVTPL. The company makes such election on an instrument-by- instrument basis. The classification is made on initial recognition and is irrevocable.

For equity investments classified as FVOCI, all fair value changes on the instruments, excluding dividend, are recognized in other comprehensive income (OCI). There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of such investment

Equity investments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of profit and loss.

Costs of certain unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

b) Initial recognition and measurement

All financial assets are recognised initially at fair value and for those instruments that are not subsequently measured at FVTPL, plus/minus transaction cost that are attributable to the acquisition of the financial assets.

Trade receivable are carried at original invoice price as the sales arrangements do not contain any significant financial component. Purchase or sales of financial assets that required delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the assets.

c) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) primarily derecognized (i.e. removed from the company's balance sheet) when : - The rights to receive cash flows from the asset have expired, or - The Company has neither transferred nor retained substantially all the risks and rewards all the assets, but has transferred control of the assets.

When the company has transferred its rights to receive cash flow from an asset or has entered into a pass-through arrangement, it evaluates whether it has transferred substantially all the risks and rewards of ownership. In such cases, the financial asset is derecognized. When it has neither transferred nor retained substantially all of the risks and rewards of the assets, nor transferred control of the assets, the Company continues to recognize the transferred asset to the extent of the company's continuing involvement. In the case, the company recognizes and associated liability. The transferred asset and the associated liability are measured on a basis that reflect the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and maximum amount of consideration that the company could be required to repay.

d) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on following financial assets and credit risk exposure: - Financial assets that are debt instruments, and are measured at amortized cost e.g., loan, debt security, deposits, and bank balance. - Trade Receivables

The company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application simplified approach does not require the company to track change in risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivable. The provision matrix based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, historically observed default rate updated and change in the forward looking estimates are analyzed.

II. Financial Liabilities and equity instruments

Debt and equity instruments issued by an entity are classified as either financial liability or as equity in accordance with substance of the contractual arrangements and the definition of a financial liability and an equity instrument.

a) Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by an entity are recognised at the proceeds received, net of direct issue costs.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by an entity are recognised at the proceeds received, net of direct issue costs.

b) Financial liabilities :- Classification

Financial liabilities are classified as either 'at FVTPL' or 'other financial liabilities' which consists of derivative financial instruments, wherein the gain/losses arising from remeasurement of these instruments are recognized in the statements of profit and loss. Other financial liability (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

c) Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and for those instruments that are not subsequently measured at FVTPL, plus/minus transaction costs that are attributable to the issue of these instruments.

d) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of the new liability. The difference in the respective carrying amounts is recognised in the statement of Profit and Loss.

III. Fair Value

The Company determines the fair value of its financial instruments on the basis of the following hierarchy

- a) Level 1: The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date. Examples include exchange traded commodity derivatives and other financial instruments in equity and debt securities which are listed in a recognised stock exchange
- b) Level 2: The fair value of financial instruments that are not traded in active markets is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions. For example, the fair value of forward exchange contracts, currency swaps and interest rate swaps is determined by discounting estimated future cash flows using a risk-free interest rate

- c) Level 3 : The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs)

INVENTORIES

Inventories are stated at the lower of cost and net realizable value.

This clause is not applicable to this company as the company does not have inventory.

BORROWING COSTS

Borrowing Costs that are interest and other costs that the company incurs in connection with the borrowings of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs include interest cost measured at EIR and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets, wherever applicable, till the assets are ready for their intended use. Such capitalisation is done only when it is probable that the asset will result in future economic benefits and the costs can be measured reliably. Capitalisation of borrowing cost is suspended and charged to statement when active development is interrupted

Capitalisation of borrowing costs commences when all the following conditions are satisfied:

- i. Expenditure for the acquisition, construction or production of a qualifying asset is being incurred;
- ii. Borrowing costs are being incurred; and
- iii. Activities that are necessary to prepare the asset for its intended use are in progress.

A qualifying asset is one which necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to revenue account.

1.9 EMPLOYEE BENEFITS

- a) Short term employee benefit obligations

Liabilities for wages, salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related services are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are to be settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

- b) Other long term employee benefit obligations

Compensated absences

The liabilities for earned leave is not expected to be settled wholly within 12 months after the end of the period in which employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of reporting period using the projected unit credit method. The benefits are discounted using the market yield at the end of reporting period that have terms approximating to the terms of related obligation. Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognised in the other comprehensive income.

Post-employment obligations

The Company operates the following post-employment schemes:

- A. Defined benefit plans such as Gratuity
- B. Defined contribution plan such as Provident Fund

Defined Benefit Plans

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligations is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expenses in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in present value of the defined benefit obligation resulting from plan amendment or curtailments are recognised immediately in profit or loss as past service cost.

Defined Contribution Plans

The Company pays provident fund contributions to publicly administered funds as per the local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expenses when they are due. Contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payment is available.

1.10 ACCOUNTING FOR TAXES ON INCOME

a) Income Taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in Deferred Tax Assets and Liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period i.e. as per the provisions of the Income Tax Act, 1961, as amended from time to time. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on the rates and tax laws enacted or substantively enacted, at the reporting date in the country where the Company operates and generates taxable income. Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Current tax assets and liabilities are offset only if, the Company: i) has legally enforceable right to set off the recognized amounts; and ii) Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred Taxes

Deferred tax is recognised in respect of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purpose

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences only if it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefits will be realized; such reductions are reversed when the probability of future taxable profits improves

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantially enacted at the reporting date.

Deferred Tax Assets and Liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and Deferred Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Any tax credit including MAT credit available is recognised as Deferred Tax to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilized. The said asset is created by way of credit to the Statement of Profit and Loss and shown under the head deferred tax asset

The carrying amount of Deferred Tax Assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the Deferred Tax Asset to be utilized. Unrecognized Deferred Tax Assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset only if, the Company : i) has legally enforceable right to set off the recognized amounts; and ii) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

1.11 PROVISIONS AND CONTINGENT LIABILITIES

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liability

Contingent liabilities are not provided for and if material, are disclosed by way of notes to accounts. Contingent Liability is disclosed in the case of:

A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;

A present obligation arising from the past events, when no reliable estimate is possible;

A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

1.12 EARNING PER SHARE

Basic Earnings Per Share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the company's earnings per share is the net profit for the period after deducting preference dividends, if any, and any attributable distribution tax thereto for the period.

1.13 CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents comprise cash and deposits with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known of cash to be cash equivalents.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

1.14 STATEMENT OF CASH FLOWS

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing Cash Flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Amendment to Ind AS 7:

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

1.15 DIVIDEND

The Company recognizes a liability for dividends to equity holders of the Company when the dividend is authorized and the dividend is no longer at the discretion of the Company. As per the corporate laws in India, a dividend is authorized when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

1.16 ROUNDING OFF

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees, unless otherwise stated.

1.17 EVENTS OCCURRING AFTER THE REPORTING DATE

Adjusting events (that provides evidence of condition that existed at the balance sheet date) occurring after the balance sheet date are recognized in the financial statements. Material non adjusting events (that are inductive of conditions that arose subsequent to the balance sheet date) occurring after the balance sheet date that represents material change and commitment affecting the financial position are disclosed in the Directors' Report.

1.18 EXCEPTIONAL ITEMS

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or

expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

1.19 OPERATING CYCLE

All assets and liabilities have been classified as current or non-current as per each Company's normal operating cycle and other criteria set out in the Schedule III to the Act

1.20 SEGMENT REPORTING

As the Company has only one primary business activity, Segment reporting is not applicable.

TELESYS INFO - INFRA (INDIA) LIMITED

Regd. Office: New No. 72, Old No. 33, First Floor, Giri Road, T. Nagar, Chennai – 600 017.

PROXY FORM

26th ANNUAL GENERAL MEETING

Reg. Folio No./DP ID & Client ID* _____

I/We _____ of _____

in the district of _____ being a Member / Members of TELESYS INFO INFRA (INDIA) LIMITED hereby appoint _____ of _____ in the district of _____ or failing him _____ of _____ in the district of _____ as my /our Proxy to attend and vote for me/us on my/our behalf at the 26th Annual General meeting of **Telesys Info - Infra (India) Limited** to be held on 29th September 2018, at 10.00 a.m. at Murugan Kalyana Maligai, No:136/48, S.R.P. Koil street, Agaram, Chennai – 600082 or any adjournment thereof.

Signed this _____ day of _____ 2018.

Signature(s) of the Shareholder(s)

Signature of Proxy

NOTE: This form must be deposited at the Registered Office of the Company not later than 48 hours before the time of the Meeting.

*Applicable for investors holding shares in electronic (dematerialized) form.

TELESYS INFO INFRA (INDIA) LIMITED

Regd. Office: New No. 72, Old No. 33, First Floor, Giri Road, T. Nagar, Chennai – 600 017.

To be handed over at the entrance of the Meeting Hall

ATTENDANCE SLIP

26th ANNUAL GENERAL MEETING

I hereby record my presence at the **26th ANNUAL GENERAL MEETING** held on 29th September 2018 at 10.00 a.m. at Murugan Kalyana Maligai, No:136/48, S.R.P. Koil street, Agaram, Chennai – 600082 Reg. Folio No./DP ID & Client ID* _____

No. of Shares: _____

Full Name of the Shareholder (in block letters)	Signature
**Full Name of the Proxy (in block letters)	Signature

* Applicable for Investors holding Shares in electronic (Dematerialized) form. ** (To be filled in if the Proxy attends instead of the Member)