

TELESYS INFO-INFRA (I) LIMITED

CIN: L70200TN1992PLC023621

(Formerly known as Telesys Software Limited)

29th ANNUAL REPORT

2020-21

INDEX

Company Snapshot

.....

Notice

.....

Director's Report

.....

Annexure to Director's Report

.....

Corporate Governance Report

.....

Auditors Report

.....

Financials

.....

TELESYS INFO INFRA (I) LIMITED

BOARD OF DIRECTORS DURING THE YEAR:

SR.No	NAME OF DIRECTOR	CATEGORY	DESIGNATION
1	Shri. Rajendhiran Jayaram	Executive Director	Whole time Director
2.	Shri Chandran Ganesan*	Executive Director	Additional Whole-time Director
2	Shri. Heerachand Jain	Non-Executive	Non-Independent Director
3	Shri. Murali Chengalvarayan	Non-Executive	Independent Director
4	Mrs. Jayanti Pradhan**	Non-Executive	Independent Director
5	Shri. T. S. Srinivasan***	Non-Executive	Independent Director
6	Ms. Priyanka Kumawat	Company Secretary	Company Secretary

* Shri. Chandran Ganesan has been appointed to the Board w.e.f. 14/04/2021.

** Mrs. Jayanti Pradhan has been appointed to the Board w.e.f. 14/04/2021.

*** Shri. T. S. Srinivasan has been appointed to the Board w.e.f. 26/08/2021.

Auditors	Parthasarathy Sankaran & Associates, Chartered Accountants, 5/31, East Abhiramapuram, Second Street, Mylapore, Chennai – 600004
Bankers	1. Karur Vysya Bank, Old. No.. 105, New No. 212, G.A. Road, Old Washermanpet, Chennai – 600 021, 2. ICICI BANK 34, Balfour Road, Kilpauk, Chennai 600010,
Registered Office	No. - 1/L Blackers Road, 2F Gaiety Palace 2nd Floor Chintadripet Chennai TN 600002 IN
E-MAIL ID WEBSITE ADDRESS	telesys1992@yahoo.com www.telesysinfo.in .
Company Secretary	Ms.Priyanka Kumawat
Chief Financial Officer	Mrs. S. Thilagam (w.e.f. 01/09/2021)
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 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TELESYS INFO-INFRA (I) LIMITED FORMERLY KNOWN AS (TELESYS SOFTWARE LIMITED) WILL BE HELD ON THURSDAY ,SEPTEMBER 30, 2021 AT 03:00 PM IST THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon; in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Sri Vijayaraj Heerachand Jain (DIN: 01319086), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Sri Vijayaraj Heerachand Jain (DIN: 01319086), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. **Regularisation of Mr. chandran ganesan (DIN : 08166461) - as Whole -time Director of the Company.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. chandran ganesan (DIN : 08166461), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ('Act')

and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the appointment and terms of remuneration of Chandran Ganesan (DIN : 0008166461) as Director (Whole-time Director) of the Company for a period of five years, with effect from 14/04/2021 to 13/14/2026, not liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during her said tenure within the overall limits of Section 197 of the Companies Act, 2013 with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and the WTD."

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

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

4. **Regularisation The Appointment Of Mrs. Jayanti Pradhan (Din: 08529039) As A Non-Executive Independent Director.**

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

"RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Jayanti Pradhan (Din: 08529039), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

"RESOLVED FURTHER THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and applicable Regulation(s) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Jayanti Pradhan (Din: 08529039), who was appointed as an Additional (Independent & Non-Executive) Director of the Company with effect from 14/04/2021, by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Act and Articles of Association of the Company and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations and who holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as a Non-Executive, Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 14/04/2021 to 13/14/2026 not liable to retire by rotation."

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **Regularisation The Appointment Of Mr. T. S. Srinivasan (Din: 07044410) As A Non-Executive Independent Director.**

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

“RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Jayanti Pradhan (Din: 08529039), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

“RESOLVED FURTHER THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and applicable Regulation(s) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Jayanti Pradhan (Din: 08529039), who was appointed as an Additional (Independent & Non-Executive) Director of the Company with effect from 26/08/2021, by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Act and Articles of Association of the Company and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations and who holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as a Non-Executive, Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 26/08/2021 to 25/08/2026 not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Sd/-

Rajendhiran Jayaram
Director
Din: 01784664

Date : 26-08-2021
Place : Chennai

NOTES:

1. The Additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an annexure to the Notice.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular Nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of Ordinary and Special Resolutions by Companies under the Companies Act, 2013 ("the Act") and the rules made thereunder on account of the threat posed by Covid-19", Circular No. 20/2020 dated May 05, 2020 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulation") – Covid-19 pandemic" and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the Listing Regulations due to the Covid-19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the 29th AGM of the Members of the Company is being held through VC / OAVM on Thursday, September 30, 2021 at 03:00 p.m. The registered office of the Company shall be deemed to be the venue (i.e. No. - 1/L Blackers Road, 2F Gaiety Palace 2nd Floor Chintadripet, Chennai TN 600002 IN). For the AGM.
3. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of AGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has

extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Monday, September 27, 2021 at 9:00 a.m.(IST) and end on Wednesday, September 29, 2021 at 5:00 p.m.(IST). The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Thursday, September 23, 2021.

6. Any person who is not a member post cut-off date should treat this notice for information purposes only.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
8. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Thursday, September 23, 2021, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) cameo@cameoindia.com. However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
9. The Register of Members and the Share Transfer books of the Company will remain closed from 31/08/2021 to 06/09/2021 [both days inclusive] for the purpose of 29th Annual General Meeting.
10. CS Amarendra Mohapatra, Practising Company Secretary (Membership No. FCS 26257 CP No. 14901) from M/s Amarendra Mohapatra & Associates, vide Board Resolution dated August 26, 2021 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
11. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
12. The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.telesysinfo.in and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.
13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic

mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.telesysinfo.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com>. The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/ OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.

15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
17. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") along with details pursuant to Securities and Exchange Board of India ("SEBI") Regulations and other applicable laws are annexed hereto, which sets out details relating to Special Business at the meeting, is annexed hereto.
18. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of AGM by the members based on the request being sent on .
19. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
20. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
22. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
23. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that

request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

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

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below: ANNUAL REPORT 2020-21 .

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing agreement (including any statutory modification or re- enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e- voting services provided by CDSL.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through

VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.telesysinfo.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.evotingindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Monday, September 27, 2021 at 9:00 a.m.(IST) and end on Wednesday, September 29, 2021 at 5:00 p.m.(IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 23, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,

under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Ease / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the easy / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit</p>

	<p>the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as</p>

	shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

[Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.](#)

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.](#)

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

V. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(i) After entering these details appropriately, click on “SUBMIT” tab.

(ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(iv) Click on the EVSN for the relevant **“Telesys Info-Infra (I) Limited”** on which you choose to vote.

(v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - f. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; telesys1992@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting i.e. Friday, September 24, 2021 mentioning their name, demat account number/folio number, email id, mobile number at telesys1992@yahoo.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at telesys1992@yahoo.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1 For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2 For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
- 3 For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- 4 If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

Cameo Corporate Services Limited,

**Add: #1, Subramaniam Building, Club House Road,
Mount Road, Chennai – 600 002. Ph.: (044) 28460390 (5 lines)
Fax: (044) 28460129**

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

Date : 26-08-2021
Place : Chennai

Sd/-
Rajendhiran Jayaram
Director
Din: 01784664

Registered Office

**No. - 1/L Blackers Road, 2F Gaiety Palace
2nd Floor Chintadripet Chennai
TN 600002 IN
Mail Id - telesys1992@yahoo.com
Website: www.telesysinfo.in**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS FOR APPOINTMENT OF DIRECTORS

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:

Re-appointment of Mr. VIJAYARAJ HEERACHAND JAIN (DIN : 01319086) as a Director (Item No. 2) In terms of Section 152(6) of the Act, Mr. VIJAYARAJ HEERACHAND JAIN shall retire by rotation at the forthcoming AGM and being eligible offers himself for re-appointment.

Mr. VIJAYARAJ HEERACHAND JAIN (DIN: 01319086) aged 53 years is a Graduate. He has over 28 years of rich and exhaustive experience in Finance & Real estate. Mr. VIJAYARAJ HEERACHAND JAIN (DIN: 01319086) is having Directorship in other 4 companies.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of the AGM.

Mr. VIJAYARAJ HEERACHAND JAIN (DIN: 01319086) is not related to any Director of the Company.

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

Item No. 3:

The Board of Directors ('Board'), appointed Mr. Chandran Ganesan (DIN : 08166461) , as a Whole Time Director of the Company, effective from 14/04/2021.

Pursuant to the provisions of Section 196 of the Act the board has recommended the appointment of Mr. Chandran Ganesan (DIN : 08166461), as a Whole Time Director of the Company with effect from 14/04/2021. He will not be liable for rotation during his tenure.

The Company has received from Mr. Chandran Ganesan (DIN : 08166461) (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii)

Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

The profile and specific areas of expertise of Mr. Chandran Ganesan (DIN : 08166461) are provided as annexure to this Notice.

The Board on 12/04/2021 has appointed Mr. Chandran Ganesan (DIN : 08166461) as the Whole Time Director of the Company, not liable to retire by rotation, for a period of five years subject to approval of the Shareholders.

The Board, while appointing Mr. Chandran Ganesan (DIN : 08166461) as the Whole Time Director of the Company, considered his background, experience. Mr. Chandran Ganesan (DIN : 08166461) completed his Graduation and has more than 30 years of experience in the industry (import & export, trading in commodities and infrastructure industry).

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

(A) Period: For a period of 5 years i.e., from 14/04/2021 to 13/04/2026.

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

(C) 1. Remuneration:

Basic Salary: Rs. 25000 per month .

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

2.1 Housing: Rs.10000 /- per month or the expenditure incurred by the company on hiring furnished accommodation for the appointee shall be subject to the ceiling of 60% of the salary, over and above 10% payable by the appointee. If the rent is lower than 10% of the salary the amount payable by the appointee will be limited to such rent. In case the accommodation is owned by the company, 10% of the salary of the appointee shall be deducted by the company.

2.2 Leave Travel Concession & Medical Reimbursement:

(a) Leave Travel Expenses: Expenses incurred for the appointee and his family subject to a ceiling of Rs. 20,000/- in a year, in accordance with the rules specified by the company.

(b) Medical Reimbursement: Expenses incurred for the appointee and his family subject to a ceiling of Rs. 160,000/- in a year, in accordance with the rules specified by the company.

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

©Encashment of leave: As per company’s rules. The Director shall be entitled to leave on full pay and allowances as per the rules of the Company but not more than one month in each year during the period of agreement. Leave can be accumulated upto the period of 60 working days. Encashment of leave, if any, in accordance with the rules of the Company shall be allowed only at the time of retirement or at the end of tenure as the case may be and it will not be included in the computation of ceiling for perquisites.

(d)Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on his duties and reimbursement of entertainment expenses actually and properly incurred in the course of the Company’s business.

(e)Other benefits to which senior officers of the company are normally entitled to, according to the rules of the company

(f) The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof.

(g) ENTERTAINMENT

You shall be entitled for reimbursement of entertainment expenses actually and properly incurred in the course of the Company’s business.

(h) PERFORMANCE BONUS The Board of Directors or its committee for each year will determine the amount to be paid by way of commission/performance bonus to the Managing Director and also the frequency of the payment. Provided however that the commission/Performance bonus will be payable on pro-rata basis, in the event of earlier cessation or termination of the appointment.

(i) ESOP : The Director shall not be eligible for ESOP plan of the company .

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

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

It is hereby agreed and declared that so long as the Director is in the employment of the Company she shall have no interest directly or indirectly in any manner whatsoever including but without limiting the

generality thereof in any financing arrangements in or with any person, firm, company or corporation engaged in any business that is competitive with any business which the Company or any other Company which is subsidiary or is affiliated to or is associated with the Company carries or from time to time. In the event that the Director breaches this Clause, the Company may terminate the Director's employment hereunder without notice and such termination shall not affect any of the Director's other obligations mentioned and the same shall survive such termination.

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

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

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

ITEM NO. 4:

The Nomination and Remuneration Committee and the Board of Directors at its Meeting held on 12/04/2021, have recommended appointment of Mrs. Jayanti Pradhan (Din: 08529039), as a Non-Executive, Independent Directors of the Company, subject to the approval of the Members, for a term of 5 (Five) consecutive years effective from 14/04/2021 to 13/04/2026..

The Company has received the consents from Mrs. Jayanti Pradhan (Din: 08529039) and also the declarations confirming that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 as well as Regulation 16(1)(b) of the Listing Regulations.

Mrs. Jayanti Pradhan (Din: 08529039) is independent of the management of the Company and does not hold any equity shares of the Company and in the opinion of the Board of Directors of the Company, she fulfills the conditions

specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as the Independent Directors of the Company.

Brief profile along with other details pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

Other than Mrs. Jayanti Pradhan (Din: 08529039), none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution as set out in Item No. 4 of this Notice, except to the extent of their equity holdings in the Company, if any.

The Board recommends Ordinary Resolution as set out at Item No. 4 for the approval by the Members.

ITEM – 5:

The Nomination and Remuneration Committee and the Board of Directors at its Meeting held on 12/04/2021, have recommended appointment of Mr. T. S. Srinivasan (Din: 07044410), as a Non-Executive, Independent Directors of the Company, subject to the approval of the Members, for a term of 5 (Five) consecutive years effective from 14/04/2021 to 13/04/2026..

The Company has received the consents from Mr. T. S. Srinivasan (Din: 07044410) and also the declarations confirming that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 as well as Regulation 16(1)(b) of the Listing Regulations.

Mr. T. S. Srinivasan (Din: 07044410) is independent of the management of the Company and does not hold any equity shares of the Company and in the opinion of the Board of Directors of the Company, she fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as the Independent Directors of the Company.

Brief profile along with other details pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

Other than Mr. T. S. Srinivasan (Din: 07044410), none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution as set out in Item No. 5 of this Notice, except to the extent of their equity holdings in the Company, if any.

The Board recommends Ordinary Resolution as set out at Item No. 5 for the approval by the Members.

Annexure - A

Details of Directors seeking Appointment at the 29th Annual General Meeting to be held on THURSDAY ,SEPTEMBER 30, 2021 AT 03:00 PM.

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

DESCRIPTIONS	Vijayaraj Heerachand Jain	chandran ganesan	Jayanti Pradhan	T. S. Srinivasan
1.Designation	Non-Executive Director	Executive Director	Non-Executive Director ,Independent Director	Non-Executive Director ,Independent Director
2. Date of Birth	04.06.1955	19-09-1962	07-05-1992	08-10-1951
3.DIN	01319086	08166461	08529039	07044410
4. Qualification(s)	Graduate	Graduate	B.Com ,CS ,LLB	Graduate
5. Bodies Corporate (other than Telesys Info-Infra (I) Limited) in which the Appointee holds Directorships and Committee positions 5.1. Directorships	1. TELESYS INFO-INFRA (I) LIMITED 2. VES INFRA POWER PRIVATE LIMITED 3. H.S.GRANITE PRIVATE LIMITED 4. SURANA VIJAY FINLEASE LIMITED 5. SRI SUBBHAJOTHI MOVIES LIMITED	1. TELESYS INFO-INFRA (I) LIMITED 2. ASPT GLOBAL SERVICE PRIVATE LIMITED 3. GVN ENTERPRISES PRIVATE LIMITED And BEST PULSES AND FOODS LLP	1. TELESYS INFO-INFRA (I) LIMITED 2.Aris International Limited	1. PENTAMEDIA GRAPHICS LIMITED 2. TYP RUBBER BELTINGS (INDIA) PRIVATE LIMITED 3. POWERGEAR LIMITED 4. AMBUR ECONOMIC DEVELOPMENT ORGANISATION 5. BLUE MONSOON ADVISORS PRIVATE LIMITED 6. PSI INCONTROL PRIVATE LIMITED
5.2. Member/Chairmanship of Board Committees				
(a) Audit Committee	1	-	1	-
(b)Stakeholders	1	-	-	
(c) Nomination	-	-	1	
(d) CSR	-	-		
6. Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel	N A	NA	NA	NA
7. Shareholding in the company & % of Holdings	NIL	NIL	NIL	NIL

By Order of the Board of Directors
For Telesys Info-Infra (I) Limited
Sd/-
Rajendhiran Jayaram

Date : 26-08-2021

Place : Chennai

Whole-time Director (01784664)

DIRECTOR'S REPORT

Dear Members,

Your Directors are glad to present the 29th Annual Report of your company together with the Audited Accounts of the Company for the financial year ended **31st March 2021**.

FINANCIAL HIGHLIGHTS:

	(Rs.)	
Particulars	31.3.2021	31.03.2020
Total Income	160,216,172	28510338
Expenditure	140,337,921	26762782
Profit / (Loss) before Depreciation and Tax	19,878,250	1747556
Less: Depreciation	0	0
Profit/ (Loss) Before Tax	19,878,250	1747556
Provision for Taxation – Current	54,29,619	813443
Provision for Deferred Tax – Asset	4,872	(358066)
Profit/ (Loss) After Tax	14,443,759	1292179

OPERATIONAL REVIEW

Income of the company from operations is of Rs. 138,691,631/- .Profit before tax is Rs. 19,878,250/- as compared to Rs. 17,47,556/- in previous year.

AMOUNT TRANSFERRED TO RESERVES:

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

DIVIDEND:

Your directors do not recommend any dividend during this year.

MATERIAL CHANGES AND COMMITMENTS:

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

DEPOSITS AND LOANS/ ADVANCES:

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

CHANGES IN NATURE OF BUSINESS, IF ANY:

During the financial year under review the Income of the Company from commodity trading.

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 - II**.

MEETINGS OF THE BOARD OF DIRECTOR:

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

DIRECTORS'S RESPONSIBILITY STATEMENT:

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

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

STATUTORY AUDITORS:

M/s. Parthasarathy, Sankaran & Associates, LLP, has been appointed as Statutory Auditors of the Company to hold the office for the period of 5 years from the conclusion 25th AGM until the conclusion of the 30th AGM of the company.

The requirement for the annual ratification of auditors' appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 07, 2018.

AUDITORS' REPORT :

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

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 2021 is annexed as **Annexure -3**.

Mr. Amarendra Mohapatra, Practicing Company Secretary has been appointed as the Secretarial auditor for the financial year 2021-2022.

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.

During the year 2021-22 under review the Board has been reconstituted

1. Mrs. Jayanti Pradhan (Din: 08529039) has been appointed As A Non-Executive Independent Director w.e.f. 14/04/2021.
2. Mr. Mr. Chandran Ganesan (DIN : 08166461) has been appointed As Executive Director w.e.f. 14/04/2021.
3. Mr. T. S. Srinivasan (Din: 07044410) has been appointed as an Independent Director of the Company w.e.f. 26/08/2021.
4. Mr. YADDANAPUDI SATYA KUMAR has been resigned from the Company w.e.f. 26/08/2021.
5. Mrs. DURGA DEVI JAIKUMAR has been resigned from the Company w.e.f. 26/08/2021.
6. Mr. VINOD KUMAR MAGANMAL HAJARIMAL SINGHI has been resigned from the Company w.e.f. 26/08/2021.
7. Mrs. S. Thilagam has been appointed as a CFO w.e.f. 01/09/2021

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

CORPORATE SOCIAL RESPONSIBILITY:

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

CORPORATE GOVERNANCE:

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

INDEPENDENT DIRECTORS:

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

INDEPENDENT DIRECTORS and DECLARATION

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

1. Mrs. Jayanti Pradhan (Din: 08529039) has been appointed As A Non-Executive Independent Director w.e.f. 14/04/2021

VIGIL MECHANISM

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

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

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

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

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

The company has in Place of Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the workplace(Prevention, Prohibition 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.

ByOrderoftheBoardof Directors For
Telesys Info-Infra (I) Limited
Sd/-
Rajendhiran Jayaram
Whole-time Director
Din: 01784664

Place : Chennai
Date:26-08-2021

Annexure II

MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2021

[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	No. - 1/L Blackers Road, 2F Gaiety Palace 2nd Floor Chintadripet Chennai TN 600002 IN
Whether listed company Yes / No	Yes it is listed but trading suspended
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Cameo Corporate Services Ltd, Subramanian Building, 1 Club House Road, Chennai - 600 002. Phone No.044 2846 0390 / 2846 0395 Fax: 044 2846 0129 Email : 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	SALE OF GOODS (RETAIL TRADE)	9983	86.56
2	OTHER INCOME – GIVING LOANS	9953	10.09

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

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

i) Category - wise Share Holding

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)										
(i) Category-wise Share Holding										
Name of the Company		: TELESYS INFO-INFRA INDIA LIMITED								
Face Value		: 10 /-								
Paidup Shares as on 01-Apr-2020		: 10009900								
Paidup Shares as on 31-Mar-2021		: 10009900								
For the Period From		: 01-Apr-2020		To : 31-Mar-2021						
Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
1.	INDIAN									
a.	INDIVIDUALS/HINDU UNDIVIDED FAMILY	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER									
	SUB - TOTAL (A)(1)	0	0	0	0.0000	0	0	0	0.0000	0.0000
2.	FOREIGN									
a.	INDIVIDUALS (NON-RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS)	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	INSTITUTIONS	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER									
	SUB - TOTAL (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000

	TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
B.	PUBLIC SHAREHOLDING									
1.	INSTITUTIONS									
I.	FPI (INDIVIDUAL) CATEGORY II-	0	0	0	0.0000	0	0	0	0.0000	0.0000
a.	MUTUAL FUNDS/UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	FINANCIAL INSTITUTIONS/ BANKS	100	0	100	0.0009	100	0	100	0.0009	0.0000
c.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	INSURANCE COMPANIES	0	0	0	0.0000	0	0	0	0.0000	0.0000
f.	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
g.	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
i.	ANY OTHER									
	SUB - TOTAL (B)(1)	100	0	100	0.0009	100	0	100	0.0009	0.0000
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	379138	19800	398938	3.9854	361409	19800	381209	3.8083	-0.1771
b.	INDIVIDUALS -									
	I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	5924305	1785760	7710065	77.0243	5938433	1785760	7724193	77.1655	0.1411
	II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	1508618	122900	1631518	16.2990	1508618	122900	1631518	16.2990	0.0000
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	ANY OTHER									
	CLEARING MEMBERS	900	0	900	0.0089	900	0	900	0.0089	0.0000
	HINDU UNDIVIDED FAMILIES	256919	0	256919	2.5666	260454	0	260454	2.6019	0.0353
	NON RESIDENT INDIANS	8660	0	8660	0.0865	8726	0	8726	0.0871	0.0006
	TRUSTS	2800	0	2800	0.0279	2800	0	2800	0.0279	0.0000
		269279	0	269279	2.6901	272880	0	272880	2.7261	0.0359
	SUB - TOTAL (B)(2)	8081340	1928460	10009800	99.9990	8081340	1928460	10009800	99.9990	0.0000
	TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)	8081440	1928460	10009900	100.0000	8081440	1928460	10009900	100.0000	0.0000

	TOTAL (A)+(B)	8081440	1928460	10009900	100.0000	8081440	1928460	10009900	100.0000	0.0000
C.	SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED									
	Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
	TOTAL CUSTODIAN (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	GRAND TOTAL (A)+(B)+(C)	8081440	1928460	10009900	100.0000	8081440	1928460	10009900	100.0000	0.0000

ii) Shareholding of promoters : NIL

Name of the Company : TELESYS INFO-INFRA INDIA LIMITED

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

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

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

Name of the Company : TELESYS INFO-INFRA INDIA LIMITED

	Shareholding at the beginning of the year	Cumulative Shareholding during the year	
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SI No	Name of the Share holder	No of shares	% of total shares of the company	No of shares	% of total shares of the company	FOLIO/DP_CL_ID	PAN
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V. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

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

Name of the Company : TELESYS INFO-INFRA INDIA LIMITED

		Shareholding at the beginning of the year		Cumulative Shareholding during the year			
SI No	Name of the Share holder	No of shares	% of total shares of the company	No of shares	% of total shares of the company	FOLIO/DP_CL_ID	PAN
1	VAP HOLDINGS PRIVATE LIMITED						
	At the beginning of the year 01-Apr-2020	200000	1.9980	200000	1.9980	'1203900000004323	AABCV0130E
	Sale 04-Dec-2020	-200000	1.9980	0	0.0000		
	At the end of the Year 31-Mar-2021	0	0.0000	0	0.0000		
	HAVING SAME PAN						
1	VAP HOLDINGS PRIVATE LIMITED						
	At the beginning of the year 01-Apr-2020	0	0.0000	0	0.0000	'1207650000237584	AABCV0130E
	Purchase 04-Dec-2020	200000	1.9980	200000	1.9980		
	At the end of the Year 31-Mar-2021	200000	1.9980	200000	1.9980		
2	DEBASHIS DAS						
	At the beginning of the year 01-Apr-2020	83337	0.8325	83337	0.8325	'IN30290243607402	AGVPD4930H
	At the end of the Year 31-Mar-2021	83337	0.8325	83337	0.8325		
3	PRAVIN KANTIL VAKIL						
	At the beginning of the year 01-Apr-2020	72995	0.7292	72995	0.7292	'1201370000008465	AABHV5560M
	At the end of the Year 31-Mar-2021	72995	0.7292	72995	0.7292		
4	SHABBIR SHEIKHAHMEDALLY BHARMAL JT1 : BATUL SHABBIR BHARMAL						
	At the beginning of the year 01-Apr-2020	63645	0.6358	63645	0.6358	'1203330000380062	AAHPB9323Q
	At the end of the Year 31-Mar-2021	63645	0.6358	63645	0.6358		
5	BELABEN KAUSHIK SHAH						
	At the beginning of the year 01-Apr-2020	51079	0.5102	51079	0.5102	'1202200000087729	AHLPS0794B
	At the end of the Year 31-Mar-2021	51079	0.5102	51079	0.5102		
6	SADHANA AGRAWAL JT1 : GIRISH KUMAR AGRAWAL						
	At the beginning of the year 01-Apr-2020	50000	0.4995	50000	0.4995	'IN30133017897922	ACQPA4829B
	Sale 23-Oct-2020	-50000	0.4995	0	0.0000		
	At the end of the Year 31-Mar-2021	0	0.0000	0	0.0000		

7	ARJUN SINGH RAJPUROHIT						
	At the beginning of the year 01-Apr-2020	46752	0.4670	46752	0.4670	'IN30302852238573	AHPPR3530A
	At the end of the Year 31-Mar-2021	46752	0.4670	46752	0.4670		
8	VINAY MOHANBHAI PIPALIA						
	At the beginning of the year 01-Apr-2020	45910	0.4586	45910	0.4586	'IN30132110222002	AEIPP9873L
	Sale 11-Dec-2020	-45910	0.4586	0	0.0000		
	At the end of the Year 31-Mar-2021	0	0.0000	0	0.0000		
	HAVING SAME PAN						
8	VINAY MOHANBHAI PIPALIA						
	At the beginning of the year 01-Apr-2020	0	0.0000	0	0.0000	'IN30034311650874	AEIPP9873L
	Purchase 11-Dec-2020	45910	0.4586	45910	0.4586		
	At the end of the Year 31-Mar-2021	45910	0.4586	45910	0.4586		
9	N.RAJKUMAR						
	At the beginning of the year 01-Apr-2020	42900	0.4285	42900	0.4285	'00040492	
	At the end of the Year 31-Mar-2021	42900	0.4285	42900	0.4285		
10	MADHU K GOGRI JT1 : SAMEER D GOGRI						
	At the beginning of the year 01-Apr-2020	40000	0.3996	40000	0.3996	'IN30036021909397	AAMPG4373Q
	At the end of the Year 31-Mar-2021	40000	0.3996	40000	0.3996		
	NEW TOP 10 AS ON (31-Mar-2021)						
11	NIRMALA AGRAWAL JT1 : MADHUSUDAN P AGRAWAL						
	At the beginning of the year 01-Apr-2020	0	0.0000	0	0.0000	'IN30133020004568	AIEPA6059K
	Purchase 23-Oct-2020	50000	0.4995	50000	0.4995		
	At the end of the Year 31-Mar-2021	50000	0.4995	50000	0.4995		

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

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

Name of the Company : TELESYS INFO-INFRA INDIA LIMITED

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

V. INDEBTEDNESS :

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year Principal Amount	-	58652379	-	58652379
Interest due but not paid	-	-	-	-
Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	58652379		58652379
Change in Indebtedness during the financial year • Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change		55852075		55852075
Indebtedness at the end of the financial year i) Principal Amount	-	2800304		2800304
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	2800304	-	2800304

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

Sl. no.	Particulars Remuneration	Name of MD/WTD/ Manager				Total Amount
		Rajendhiran Jayaraman (WTD)				
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax	300,000	Nil	Nil	Nil	300,000

	Act, 1961					
	(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
		300,000	Nil	Nil	Nil	300,000

B. Remuneration to other directors: NIL

Amount - Rs. In Lakhs

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		Nil	Nil	Nil	Nil	Nil
1	Independent Directors • Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil	Nil

	• Commission	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					
	• Commission	Nil	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil	Nil

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

Amount Rs. in Lakhs

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary	NIL	180,000	NIL	180,000
	(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	180,000	Nil	180,000
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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, 2021.

ANNEXURE- III

The Members of SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021

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

To,

Telesys Info-Infra (India) Limited,

No. - 1/L Blackers Road, 2F Gaiety

Palace 2nd Floor Chintadripet Chennai

TN 600002 IN

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

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder and certain provisions of Companies Act, 1956 and rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment **(Not applicable to the Company during the Audit Period).**

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

5. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
6. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
7. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, subject to amendment Act, 2018;
8. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
9. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the Audit Period); Other laws applicable specifically to the Company namely:
10. Information Technology Act, 2000 and the rules made thereunder;
11. The Payment of Gratuity Act, 1972.

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

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

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

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

We report that, during the year under review, the Company has complied with the provisions of

the Acts, rules, regulations ,guidelines and Standards, etc. as mentioned above.

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

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

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

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

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

For Amarendra Mohapatra & Associates

Sd/-

Amarendra Mohapatra

Company Secretary In Practice

ACS: 26257; PCS: 14901

Date: 04/08/2021

Place: Bhubaneswar

UDIN: A026257C000734943

ANNEXURE TO THE SECRETARIAL AUDIT REPORT

To,

Telesys Info-Infra (India) imited,

**No. - 1/L Blackers Road, 2F Gaiety Palace 2nd
Floor Chintadripet Chennai TN 600002 IN**

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

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

For Amarendra Mohapatra & Associates

Sd/-

Amarendra Mohapatra

Company Secretary In Practice

ACS: 26257; PCS: 14901

Date:04/08/2021

Place: Bhubaneswar

UDIN:A026257C000734943

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

To,

**The Members of
Telesys Info-Infra (India) Limited,
No. - 1/L Blackers Road, 2F Gaiety Palace
2nd Floor Chintadripet Chennai TN 600002 IN**

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

For Amarendra Mohapatra & Associates

Sd/-

Amarendra Mohapatra

Date: 04/08/2021

Company Secretary In Practice

Place: Bhubaneswar

ACS: 26257; PCS: 14901

ANNEXURE – IV

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY OF CORPORATE GOVERNANCE:

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

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

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

BOARD OF DIRECTORS:

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

COMPOSITION OF THE BOARD DURING THE YEAR:

SR.N O.	NAME OF DIRECTOR	CATEGORY	DESIGNATION
1	Shri. Rajendhiran Jayaram	Executive Director	Whole time Director
2	Shri. Heerachand Jain	Non Executive , Non - I n d e p e n d e n t Director	Non Executive Director
3	Shri. Y. Sathyakumar	Non Executive , Non -	Non Executive Director

		I n d e p e n d e n t Director	
4	Shri. Murali Chengalvarayan	Non Executive , Independent Director	Independent Director
5	Smt. Durga Devi Jaikumar	Non Executive , Independent Director	Independent Director
6	Mr. Vinod Kumar Singhi	Chief Financial Officer(CFO)	CFO
7	Ms. Priyanka Kumawat	Company Secretary	Company Secretary

1. Mrs. Jayanti Pradhan (Din: 08529039) has been appointed As A Non-Executive Independent Director w.e.f. 14/04/2021.
2. Mr. Mr. Chandran Ganesan (DIN : 08166461) has been appointed As Executive Director w.e.f. 14/04/2021.
3. **Mr. T. S. Srinivasan (Din: 07044410) has been appointed as an Independent Director of the Company w.e.f. 26/08/2021.**
4. **Mr. YADDANAPUDI SATYA KUMAR has been resigned from the Company w.e.f. 26/08/2021.**
5. **Mrs DURGA DEVI JAIKUMAR has been resigned from the Company w.e.f. 26/08/2021.**
6. **Mr. VINOD KUMAR MAGANMAL HAJARIMAL SINGHI has been resigned from the Company w.e.f. 26/08/2021.**
7. Mrs. S. Thilagam has been appointed as a CFO w.e.f. 01/09/2021

MEETINGS AND ATTENDANCE DURING THE YEAR 2020-2021:

Annual General Meeting held on November 7, 2020

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

Sr. No	Date	Board Strength	No. Of. Directors Present
1	26/6/2020	5	5
2	29/08/2020	5	5
3	10/10/2020	5	5
4	11/12/2020	5	5
5	03/02/2021	5	5
6	22/03/2021	5	5

The record of Attendance at Board Meetings and Membership of Board of Directors as on 31st March, 2021:

Sr. No	Name of Directors	No of Board Meetings attended during the Year	Attendance at the AGM
1	Shri. Y. Sathyakumar	5	YES
2	Shri. Heerachand Jain	5	YES
3	Shri. Rajendhiran Jayaram	5	YES
4	Shri. Murali Chengalvarayan	5	YES
5	Smt. Durga Devi Jaikumar	5	YES

NOTES:

1. The Board evaluated each of Independent Directors participation in the Board and their vast experience, expertise and contribution to the Board and Company. Each and every related party transactions very well scrutinized and checks were made so that the Company is a beneficiary.
2. The Independent Directors held a meeting on 03/02/2021, without the attendance of Non-Independent Directors and members of Management. All Independent Directors were present at the meeting and they have reviewed the performance of non-independent directors and the Board, performance of the Chairman and information flow structure of the Company.
3. During the period the Company received notices/declarations from the Independent Directors as per Schedule IV and section 149 (6) of the Companies Act, 2013.

4. Smt. Durga Devi Jaikumar is a Independent women director to the Board.
5. The Chairman also set up a Whistleblower mechanism in line with the policy of the company and as per SEBI notification CIR/CFD/POLICY CELL/2/2014 read with section 177 of Companies Act, 2013.

AUDIT COMMITTEE:

Brief description and terms of reference:

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

Composition of Audit Committee During the year:

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

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

April – June	July – September	October – December	January – March
26/06/2020	29/08/2020	10/10/2020	03/02/2021

Meetings and Attendance of the Audit Committee during the year:

Sr.No	Name of Member	No. of Meeting Held During the Year	No. of Meeting Attended
1	Smt. Durga Devi Jaikumar	4	4
2	Sri Murali Chengalvarayan	4	4
3	Rajendhiran Jayaram	4	4

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

Powers of the Audit Committee:

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

Role of the Audit Committee:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE:

Brief description and terms of reference:

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

Composition of Nomination and Remuneration Committee During the year:

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

ROLE OF THE COMMITTEE:

The role of Nomination and Remuneration Committee is as follows:

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

REMUNERATION OF DIRECTORS:

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

STAKEHOLDER RELATIONSHIP COMMITTEE:

Brief description and Terms of Reference:

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

Composition of Stakeholder Relationship Committee During the year:

Sr.No.	Name of Members	Category	Designation
1	Durga Devi Jaikumar	Independent Director	Chairman

2	Murali Chengalvarayan	Independent Director	Member
3	Rajendhiran Jayaram	Executive Director	Member

Name and designation of Compliance Officer : Priyanka Kumawat (Company Secretary)

Report on number of shareholder complaints received and resolved by the Company during the year ended March 31, 2021:

No. of complaints pending as on April 1, 2020	0
No. of complained identified and reported during FY 2020-21	0
No. of complaints disposed of during the year ended March 31, 2021	0
No. of pending complaints as at March 31, 2021	0

MANAGEMENT REVIEW AND RESPONSIBILITY:

FORMAL EVALUATION OF OFFICERS:

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

DISCLOSURES:

1. RELATED PARTY DISCLOSURES:

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

2. COMPLIANCE BY THE COMPANY:

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

3. ACCOUNTING TREATMENT:

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

4. RISK MANAGEMENT FRAMEWORK:

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

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

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

6. **NON- MANDATORY REQUIRMENTS:**

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

7. **PREVENTION OF INSIDER TRADING:**

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prevention of Insider Trading) Regulation, 2015 and the same is available on the Company's website www.telesysinfo.in. This policy also includes practices and procedures for fair disclosures of unpublished price-sensitive information, initial and continual disclosures.

8. **CODE OF CONDUCT:**

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

All members of the Board of Directors and Senior Management personnel have affirmed compliance to the Code as on 31st March, 2021. A declaration to this effect signed by the Managing Director is annexed to this Report.

9. **MD AND CFO CERTIFICATION:**

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

ANNUAL GENERAL MEETINGS:

Details of Annual General Meetings:

Particulars	FY 2020-21	F.Y.2019-2020	F.Y.2018-2019
Date	30/09/2021	07/11/2020	30/09/2019
Time	03:00 PM	11.00 A.M.	09.30 A.M.
Venue	No. - 1/L Blackers Road, 2F Gaiety Palace 2nd Floor Chintadripet Chennai TN 600002 IN	NO. 5, Damodaran Street Kellys, Kilpauk Chennai 600010	Murugan Thirumana Maligai, No 136/48, S.R.P Koil Street, Agaram, Chennai - 600082, Near Peravalur Junction

Regd. Office	No. - 1/L Blackers Road, 2F Gaiety Palace 2nd Floor Chintadripet Chennai TN 600002 IN	NO. 5, Damodaran Street Kellys, Kilpauk Chennai 600010	NO. 5, Damodaran Street Kellys, Kilpauk Chennai 600010
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MEANS OF COMMUNICATION:

Half Yearly Financial Report	The Financial results of the Company are published in leading newspapers.
Quarterly Financial Results	The quarterly financial results of the Company are published in accordance with the requirement of the Listing Agreement of the Stock Exchanges where the shares of the company are listed.
Website	www.telesysinfo.in .
Administrative/Corporate Office	No. - 1/L Blackers Road, 2 nd Floor Chintadripet Chennai TN 600002 IN
Whether Management Discussions and Analysis report is a part of Annual Report or not	Yes

GENERAL SHAREHOLDERS INFORMATION:

1. 29th Annual General Meeting:

Date : 30th September, 2021

Time : 03:00 P.M.

Deemed Venue : No. - 1/L Blackers Road, 2F Gaiety Palace

2nd Floor Chintadripet Chennai TN 600002 IN

Date of Book Closure : 31/08/2021 to 06/09/2021 (both days inclusive)

2. Tentative Calendar for financial year 2021- 2022:

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2022 are as follows:

Financial Reporting for the Quarter Ended 30 th June 2021	By Mid of August 2021
Financial Reporting for the Quarter and Half yearly Ended 30 th September 2021	By Mid of November 2021
Financial Reporting for the Quarter Ended 31 st December 2021	By Mid of February 2022
Financial Reporting for the Quarter Ended 31 st March 2022	By Mid of May, 2022

3. Registered Office:

No. - 1/L Blackers Road, 2F Gaiety Palace
2nd Floor Chintadripet Chennai TN 600002 IN

4. Listing of Shares on Stock Exchanges:

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

5. A) Stock Codes

BSE : 532315
ISIN : INE042B01012

B) Corporate Identity Number: L70200TN1992PLC023621

6. Market Price Data: BSE

High, low (based on the closing prices) and number of shares traded during each month in the financial year 2020-21 on the Bombay Stock Exchange Limited and Performance of Share Price of the Company in Comparison to the BSE Sensex is not available as the trading in securities of the Company was suspended by BSE from 31st December, 2007.

7. Registrar and Transfer Agent:

SHARE TRANSFER SYSTEM

The share transfers in physical form are processed and the share certificates returned within a period of 10 to 15 days from the date of receipt by the Registrar and Transfer Agent so long as the documents have been clear in all respects. In case of shares in electronic form, the transfers are processed by NSDL/ CDSL through respective Depository participants. The company as per SEBI Guidelines offers the facility of transfer cum demats. There are no pending share transfers and requests for demat as on 31st March, 2021. In compliance with the Listing Agreement with the Stock Exchanges, a Practicing Company Secretary carries out an Audit of the System of Transfer and a certificate to that effect is issued.

The address of Registrar and Transfer agents is: Cameo

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

Phone No. : 044 4002 0700
Email: -cameosys@cameoindia.com

8. Outstanding ADRs / GDRs:

The company has not issued any ADRs / GDRs

9. Address for Correspondence:

No. - 1/L Blackers Road, 2F Gaiety Palace
2nd Floor Chintadripet Chennai TN 600002 IN

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

To,

The Members of

Telesys Info-Infra (I) Limited,

No. - 1/L Blackers Road, 2F Gaiety Palace

2nd Floor Chintadripet Chennai TN 600002 IN

We have examined the compliance of conditions of corporate governance by Telesys Info-Infra Limited ('the Company') for the year ended March 31, 2021 as stipulated in Clause 49 of the Listing Agreement and in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

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

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

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

Place: Bhubaneswar

Date: 25-06-2021

For Amarendra Mohapatra & Associates

Sd/-

Amarendra Mohapatra

Company Secretary In Practice

ACS: 26257; PCS: 14901

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

To,

The Members of

Telesys Info-Infra (I) Limited,

No. - 1/L Blackers Road, 2F Gaiety Palace

2nd Floor Chintadripet Chennai TN 600002 IN

As provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Conduct for the year ended March 31, 2021.

Date : 25-06-2021

Place : Chennai

For Telesys Info-Infra (I) Limited

Sd/-

Rajendhiran Jayaram

Director

Din: 01784664

INDEPENDENT AUDITORS' REPORT

To
The Members of M/s. **Telesys Info-Infra (I) Limited**,
Report on the audit of the financial statements

Opinion

We have audited the financial statements of M/S. Telesys Info-Infra (I) Limited ("the Company"), which comprise the balance sheet as at March 31,2021, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31,2021, and its Profit, total comprehensive income, the changes in equity and cash flows for the year ended as on that date.

Basis for opinion

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

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

Key audit matters

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

Information other than the financial statements and auditors' report thereon

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

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

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

materially misstated.

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

Management's responsibility for the financial statements

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

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

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our Opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on other legal and regulatory requirements

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

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

{a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account; |

(d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company

and the Operating effectiveness of such controls, refer to our Separate report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting;

(g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our Opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

(h) With respect to the other matters to be included in the Auditor's Report in accordance with one of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

- a. The Company does not have any pending litigations which would impact its financial position;
- b. The Company did not have any long-term contracts including derivative contracts for which Rogre ponte any material foreseeable losses; and
- c. There has been no requirement in transferring amounts, to the Investor Education and Protection Fund by the Company

For Parthasarathy Sankaran & Associates LLP
Chartered Accountants
LLPIN : AAQ-6672
Sd/-
K A PARTHASARATHY
Partner
Membership No.9870
UDIN – 21009870AAAAAS8539

Annexure "A" to the Independent Auditor's Report

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

1. In respect of the Company's fixed assets:

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

(b) The fixed assets of the Company were physically verified in full by the management during the year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us, we report that the Company hold freehold land, in the name of the Company as at the balance sheet date.

2. The company does not hold any inventory as on date of report, and so this clause is not applicable.

3. According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.

4. In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any. guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.

5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.

6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.

7. In respect of statutory dues: According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.

8. In our opinion and according to the information and explanations given to us, the company is not having outstanding dues to financial institutions and banks or any government or any debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.

9. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable. :

10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

11. In our opinion and according to the information and explanations given to us, the Company has not paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

12. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.

13. According to the information and explanation given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.

15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.

16. According to the information and explanations given to us and based on our examination of the records of the company, the company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Parthasarathy Sankaran & Associates LLP
Chartered Accountants
LLPIN : AAQ-6672
Sd/-
K A PARTHASARATHY
Partner
Membership No.9870
UDIN – 21009870AAAAAS8539

Annexure “B” to the Independent Auditor’s Report

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

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

We have audited the internal financial controls over financial reporting of M/s. Telesys Info-Infra (I) Limited (“the Company”) as at March 31, 2021, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

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

Auditors’ responsibility

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

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

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

Meaning of internal financial controls over financial reporting

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

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 and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Parthasarathy Sankaran & Associates LLP

Chartered Accountants

LLPIN : AAQ-6672

Sd/-

K A PARTHASARATHY

Partner

Membership No.9870

UDIN – 21009870AAAAAS8539

TELESYS INFO-INFRA (I) LIMITED
NO. 5, Damodaran Street Kellys, Kilpauk Chennai Chennai-600010

Balance Sheet as on 31.03.2021

Particulars	Note No	31.03.2021	31.03.2020
		(Rs.)	(Rs.)
I. ASSETS			
(1) Non Current assets			
(a) Property, Plant & Equipment	1	195,094	174,010
(b) Capital Work in Progress			
(c) Investment Property			
(d) Financial Assets			
i) Investment			
ii) Trade Receivables			
iii) Loans	2	141,099,877	208,355,411
iv) other Financial assets			
(e) Deferred Tax Assets		29,337	34,209
		141,324,308	208,563,630
(2) Current Assests			
(a) Inventories		1,135,680	-
(b) Financial Assets			
i) Trade Receivable	3	148,842,756	
ii) Cash and Cash equivalents bank Balance	4	75,479,893	10,138,403
iii) Loans			
iv) other Financial assets			
(c) Other current Assets	5	18,523,151	9,911,164
(d) Assets held for sale			
		243,981,480	20,049,567
Total Assets		385,305,788	228,613,197
EQUITY AND LIABILITIES			
(1) Equity			
(a) Share Capital	6	100,099,000	100,099,000
(b) Other Equity		-	-
i) Retained earnings	7	(87,612,007)	(102,055,765)
ii) other reserves	8	167,203,000	167,203,000
iii) other comprehensive income			
		179,689,993	165,246,235

Liabilities			
(2) Non- Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	9	2,800,304	58,652,379
(b) Provision			
(c) Deferred Tax Liabilities (net)		-	-
(d) Other Non Current liabilities			
		2,800,304	58,652,379
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	10	192,876,000	-
(ii) Trade Payables			
(iii) other Financial liabilities			
(b) Provisions	11	7,797,982	2,368,363
(c) other current liabilities	12	2,141,509	2,346,220
		202,815,491	4,714,583
Total Equity and Liabilities		385,305,788	228,613,197

As per our report of even date attached

For and on behalf of the Board

For Parthasarathy, Sankaran & Associates LLP

Chartered Accountants

Sd/-

Sd/-

Sd/-

Heera Chand Surana

J. Rajendhiran

K A Parthasarathy

Director

Director

Partner

Membership No. 09870

Place : Chennai

Date : 25.06.2021

UDIN – 21009870AAAAAS8539

TELESYS INFO-INFRA (I) LIMITED
NO. 5, Damodaran Street Kellys, Kilpauk Chennai Chennai- 600010
Profit and Loss account statement for the Year ended 31.03.2021

	Particulars	Note No.	Figures As At	
			31.03.2021	31.03.2020
			Rs	Rs
I	Revenue from Operations	15	138,691,631	2,561,646
II	Other income	16	21,524,541	25,948,692
III	Total Revenue (I + II)		160,216,172	28,510,338
IV	Expenses:			
	Cost of Software Purchased		-	-
	Cost of Materials Consumed	17	119,244,694	-
	Changes in Inventories of Finished Goods		-	-
	Work-in-Progress and Stock-in-Trade		-	-
	Employee Benefits Expense	18	5,481,396	6,023,379
	Finance costs	19	378	436
	Depreciation and Amortization Expense		53,212	59,782
	Other expenses	20	15,558,242	20,679,185
	Total Expenses		140,337,921	26,762,782
V	Profit before exceptional & extraordinary items & tax (III-IV)		19,878,250	1,747,556
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V-VI)		19,878,250	1,747,556
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII- VIII)		19,878,250	1,747,556
X	Tax expense:			
	(1) Current tax		5,429,619	813,443
	(2) Deferred tax			

		4,872	(358,066)
XI	Profit (Loss) for the period from continuing operations (IX-X)	14,443,759	1,292,179
XII	Profit/(loss) from discontinuing operations	-	-
XIII	Tax expense of discontinuing operations	-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)	-	-
XV	Profit (Loss) for the period (XI + XIV)	14,443,759	1,292,179
XVI	Earnings per equity share:		
	Profit after Tax		
	No.of Shares	10,009,900	10,009,900
	Earnings per Share - Basic & Diluted	1.44	0.13

For and on behalf of the Board

Sd/-

Heera Chand Surana

Director

Sd/-

J.Rajendhiran

Director

Place : Chennai

Date : 25.06.2021

UDIN – 21009870AAAAAS8539

As per our report of even date attached

For Parthasarathy,Sankaran & Associates LLP

Chartered Accountants

Sd/-

K A Parthasarathy

Partner

Membership No. 09870

TELESYS INFO-INFRA (I) LIMITED
NO. 5, Damodaran Street Kellys, Kilpauk Chennai Chennai- 600010
Cash Flow statement for the Year ended 31.03.2021

PARTICULARS	31.03.2021	31.03.2020
A: CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit/Loss After Tax And Extra Ordinary Items	14,448,631	934,113
Adjustment for:		
-Depreciation	53,212	59,782
-Miscellaneous expenses written off	-	-
- Loss on sale of Fixed Assets & Shares	-	1,381,722
Profit on Sale of Shares	-	-
Goodwill Written off	-	-
Provision for dimution in the value of investments	-	-
Operation Profit before Working Capital Changes	14,501,843	2,375,617
Adjustment for:		
-Trade Receivables & Other Assets	(81,587,222)	25,268,689
-Inventories	(1,135,680)	-
- Other Payables	5,224,908	3,052,444
Net Cash From Operating Activities	(77,497,993)	28,321,133
B: CASH FLOW FROM INVESTING ACTIVITIES:		
- Purchase of Fixed Assets	(74,296)	(117,922)
-Sale of Fixed Assets		
Loans & Advances (Assets)	(8,611,988)	(665,040)
Long term loans and advances	192,876,000	(3,500,000)
Net Cash used in Investing Activites	184,189,716	(4,282,962)
C: CASH FLOW FROM FINANCING ACTIVITIES:		
-Proceed From Issue Of Share Application Money	-	-
Decrease in Unsecured Loan	(55,852,076)	(20,300,002)
- Fees paid for Increase In Authorised Captial	-	-
- Excess Provision of Income Tax Credited Back		

TELESYS INFO-INFRA (I) LIMITED
 NO. 5, Damodaran Street Kellys, Kilpauk Chennai Chennai- 600010
Notes to accounts forming part of financial statements as at 31.03.2021

PARTICULARS			Figures As At	
			31.03.2021 Rs	31.03.2020 Rs
(a) Note 6 Share Capital Authorised 2,50,00,000 Equity Shares of Rs. 10 /- each	(b) Issued, Subscribed & Paid up 1,00,09,900 (1,00,09,900)Equity Shares of Rs.10 /- each	© Share Application Money Pending Allotment (Preference Share)	250,000,000	250,000,000
			100,099,000	100,099,000
			-	-
			100,099,000	100,099,000
			(d) Par Value per Share (Rs.)	10/-
(e) Reconciliation of the No. of Equity Shares outstanding at the beginning and at the end of the year Add: No of Shares allotted during the year Less: Shares Bought Back At the end of the year			10,009,900	10,009,900
			-	-
			-	-
			10,009,900	10,009,900
(f) 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	% as at year end	No of Shares at year end	% as at year end
NIL	NIL	NIL	NIL	NIL

Retained Earning

Particulars	As at 31.03.2021	As at 31.03.2020
	(Rs.)	(Rs.)
Surplus		
Opening balance	(102,055,765)	(103,347,944)
(+) Net Profit/(Net Loss) For the current year	14,443,759	1,292,179
(+) Transfer from Reserves		
(-) Proposed Dividends		
(-) Interim Dividends		
(-) Transfer to Reserves		
(-) Depreciation Adjustment		
Closing Balance	(87,612,007)	(102,055,765)

Other Reserves

Particulars	As at 31.03.2021	As at 31.03.2020
	(Rs.)	(Rs.)
Capital Reserve	132,253,500	132,253,500
Add: Additions/ Transfer from P&L	-	-
Less: Deductions	-	-
Closing Balance	132,253,500	132,253,500
Share Premium	34,949,500	34,949,500
Add: Additions/ Transfer from P&L		
Less: Deductions		
Closing Balance	34,949,500	34,949,500
	167,203,000	167,203,000

Particulars	As at 31.03.2021	As at 31.03.2020
	(Rs.)	(Rs.)

Note 9		
Other Long-Term Liabilities		
(a) Outstanding Liabilities for Expenses	24,942	24,942
(b) Trade Advances 15L	2,775,362	58,627,437
	2,800,304	58,652,379

10

Particulars	As at 31.03.2021	As at 31.03.2020
	(Rs.)	(Rs.)
-		
Short-Term Borrowings	-	
Loans & Advances from Various parties	192,876,000	-
	192,876,000	-

11 Short Term Provisions

Particulars	As at 31.03.2021	As at 31.03.2020
	(Rs.)	(Rs.)
(b) Income Tax	7,797,982	2,368,363
Total	7,797,982	2,368,363

12 Other Current Liabilities

Particulars	As at 31.03.2021	As at 31.03.2020
	(Rs.)	(Rs.)

Creditor for Expenses	-	2,231,170
Audit fees Payable	143,050	115,050
Duties and Taxes	1,904,212	-
TCS Payable	94,247	-
Total	2,141,509	2,346,220

	Particulars	As at 31.03.2021 (Rs.)	As at 31.03.2020 (Rs.)
2	- Long-Term Loans and Advances Unsecured & considered good		
	Loans to various parties	141,099,877	208,355,411
		141,099,877	208,355,411
3	-		
	Trade Receivables	148,842,756	-
		148,842,756	-
4	- Cash and Cash Equivalents		
	(a) Balances with Banks	74,657,790	10,037,754
	(b) Cash on hand	822,103	100,649
		75,479,893	10,138,403
5	- Other Current Assets (Specify nature):		

GST Receivable	-	21,688
Vending machine deposit	5,853,822	3,500
Tax deducted at source	10,669,329	9,885,976
Advance tax paid	2,000,000	-
	18,523,151	9,911,164

TELESYS INFO-INFRA (I) LIMITED NO. 5, Damodaran Street Kellys, Kilpauk Chennai Chennai- 600010 Notes to accounts forming part of Profit and Loss account for the year ended 31.03.2021		
PARTICULARS	Figures As At	
	31.03.2021 Rs	31.03.2020 Rs
<u>Note 15</u> Revenue from Operation		
Sale of Goods	138,691,631	2,561,646
	138,691,631	2,561,646
<u>Note 16</u> <u>Other Income</u>		
Interest Income	15,701,347	25,948,692
Bad Debts Recovered	5,351,039	
Interest on IT Refund	91,090	
Interest on Fixed Deposit	381,065	-
	21,524,541	25,948,692
<u>Note 17</u> Purchase of Stock-in-Trade		
Purchases of Sugar	119,246,373	-

Add: Direct Expenses (Packaging Charges)	1,134,000	
Less: Closing Stock	1,135,680	
	119,244,694	-
<u>Note 18</u> Employee Benefits Expenses		
(i) Salaries and Wages	5,092,478	5,814,423
(ii) Staff Welfare	388,918	208,956
	5,481,396	6,023,379
<u>Note 19</u> Finance Cost		
Bank Charges	378	436
	378	436
<u>Note 20</u> Other Expenses		
Payments to the auditor as		
Statutory Auditor	59,000	59,000
Business Promotion Exp	-	1,338,289
Commission Paid	1,483,000	2,820,000
Consultancy Charges	90,000	16,000
Electricity	56,625	8,361
Legal Fees	-	55,000
AGM Expenses	72,087	-
Miscellaneous Expenses	526,350	444,554
Postage & Courier	13,002	33,492
Printing & Stationary	31,108	55,547
Rent	234,000	365,500
Repairs & Maintanance Building	328,899	404,721
Donation	91,297	35,200
Roc Fees	2,500	30,700

Telephone Charges	19,037	80,965
Travelling & Conveyance	131,310	1,201,424
Bad Debts	10,400,000	11,351,037
Advertisement Expense	94,719	63,027
Transport&Freight Expense	845,241	1,287
Professional fee	78,780	269,900
Interest paid	410	-
BSE relisting fee	566,400	663,459
CDSL Fee	94,105	-
NSDL Fee	6,180	-
Office expenses	296,093	-
Website Maintenance	38,100	-
Loss on sale of Fixed Assets	-	1,381,722
	15,558,242	20,679,185

Note: 1 - Details of Individual Items of Fixed Assets

S No	Description	Deprn. Rate	Gross Block				Depreciation				Net Block	
			Cost	Additions	Deletions	Total	Upto 31/03/2020	For the Year	Dep Adj	Total	WDV As At	
											31-03-21	31-03-2020
	TANGIBLE ASSETS	%	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
1	Vehicle	25.89%	26,288	56,330	-	82,618	25,753	7,430	-	33,184	49,434	535
2	Office Equipment	13.91%	1,552,881	-	-	1,552,881	1,466,272	12,047	-	1,478,319	41,045	53,093
3	Computers	40.00%	194,340	-	-	194,340	130,160	14,011	-	144,171	0	14,011
4	Air Conditioner	13.91%	56,750	-	-	56,750	31,311	3,539	-	34,849	21,901	25,439
5	Furniture	18.00%	98,696	17,966	-	116,663	17,765	16,185	-	33,950	82,713	80,931
TANGIBLE ASSETS - TOTAL			1,928,956	74,296	-	2,003,252	1,671,261	53,212	-	1,724,473	195,094	174,010

Computation of Depreciation under section 32 of the Income Tax Act

SI No	Particulars	WDV as on 01.04.2020	Additions / Deletions	Total	Rate	Depreciation	WDV as on 31.03.2021
1	Computers & Softwares	23,535	-	23,535	40%	9,414	14,121
2	Computer Software	97,349	-	97,349	40%	38,940	58,409
3	Office Equipments	62,691	-	62,691	10%	6,269	56,422
4	Vehicles	72	56,330	56,402	15%	4,236	52,166
5	Air Conditioner	28,175	-	28,175	10%	2,818	25,357
6	Furniture	93,761	17,966	111,728	10%	10,274	101,453
	Total	305,583	74,296	379,880		71,951	307,929

