

<b>GENERAL INFORMATION ABOUT COMPANY</b>	
<b>SCRI CODE</b>	<b>532315</b>
<b>NSE SYMBOL</b>	
<b>MSEI SYMBOL</b>	
<b>ISIN</b>	<b>INE042B01012</b>
<b>NAME OF THE ENTITY</b>	<b>TELESYS INFO-INFRA (I) LIMITED</b> <b>Formerly Known as Telesys Software Limited</b>
<b>DATE OF START OF FINANCIAL YEAR</b>	<b>01/04/2023</b>
<b>DATE OF END OF FINANCIAL YEAR</b>	<b>31/03/2024</b>
<b>REPORTING QUARTER</b>	<b>QUARTELY</b>
<b>DATE OF REPORT</b>	<b>31/12/2023</b>
<b>RISK MANAGEMENT COMMITTEE</b>	<b>NOT APPLICABLE</b>

For **TELESYS INFO INFRA (I) LIMITED**  
*Suganya*  
*Karanvart*  
 Director / Authorised Signatory

**Corporate Governance : Quarter ending : December 2023**

Quarter Ending :December 2023

Annexure I

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

NA

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the					Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
					Whether the director is disqualified ?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status												
1	Mr	MURALI CHENGALVARAYAN	8510153	Non-Executive - Independent Director, Chairperson, Shareholder Director	No	-	-	-	Active	No	-	01/08/2019	-	-	52.3	1	1	0	2		
2	Mr	TIRUKKURUNGUDI S SRINIVASAN	7044410	Non-Executive - Independent Director, Shareholder Director	No	-	-	-	Active	No	-	26/08/2021	-	-	28.05	1	1	2	0		
3	Mr	HEERACHAND JAIN	1319086	Non-Executive - Non Independent Director	No	-	-	-	Active	No	-	31/03/2006	-	-	213	1	1	0	0		
4	Mr	RAJENDHIRAN JAYARAM	1784664	Executive Director	No	-	-	-	Active	NA	-	02/04/2009	-	-	176.29	2	1	0	0		
5	Mr	CHANDRAN GANESAN	8166461	Executive Director	No	-	-	-	Active	NA	-	14/04/2021	-	-	32.17	1	1	0	0		
6	Mrs	Rainy Ramesh Singhi	9844099	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	11/12/2023	-								

For **TELESYS INFO INFRA (I) LIMITED**  
*Suganya*  
 Director / Authorised Signatory.

**Corporate Governance**

**TELESYS SOFTWARE LTD.**

**Scrip Code :532315**

**Quarter Ending : December 2023**

Annexure 1

**II. Composition of Committees**

**Disclosure of notes on composition of committees explanatory**

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**Audit Committee Details**

**Whether the Audit Committee has a Regular Chairperson**

**Yes**

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	8510153	MURALI CHENGALVARAYAN	Non-Executive - Independent Director	Chairperson	01/08/2019	-	-
2	7044410	TIRUKKURUNGUDI S SRINIVASAN	Non-Executive - Independent Director	Member	26/08/2021	-	-
3	9844099	Rainy Ramesh Singhi	Non-Executive - Independent Director	Member	11/12/2023	-	-

**Nomination and remuneration committee**

**Whether the Nomination and remuneration committee has a Regular Chairperson**

**Yes**

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	7044410	TIRUKKURUNGUDI S SRINIVASAN	Non-Executive - Independent Director	Chairperson	26/08/2021	-	-
2	8510153	MURALI CHENGALVARAYAN	Non-Executive - Independent Director	Member	01/08/2019	-	-
3	9844099	Rainy Ramesh Singhi	Non-Executive - Independent Director	Member	11/12/2023	-	-

**Stakeholders Relationship Committee**

**Whether the Stakeholders Relationship Committee has a Regular Chairperson**

**Yes**

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	8510153	MURALI CHENGALVARAYAN	Non-Executive - Independent Director	Chairperson	01/08/2019	-	-
2	7044410	TIRUKKURUNGUDI S SRINIVASAN	Non-Executive - Independent Director	Member	26/08/2021	-	-
3	9844099	Rainy Ramesh Singhi	Non-Executive - Independent Director	Member	11/12/2023	-	-

**Risk Management Committee**

**Whether the Risk Management Committee has a Regular Chairperson**

**Yes**

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	7044410	TIRUKKURUNGUDI S SRINIVASAN	Non-Executive - Independent Director	Chairperson	26/08/2021	-	-
2	8510153	MURALI CHENGALVARAYAN	Non-Executive - Independent Director	Member	01/08/2019	-	-
3	1784664	RAJENDHIRAN JAYARAM	Executive Director	Member	02/04/2009	-	-
4	9844099	Rainy Ramesh Singhi	Non-Executive - Independent Director	Member	11/12/2023	-	-

**Corporate Social Responsibility Committee**

**Whether the Corporate Social Responsibility Committee has a Regular Chairperson**

**Yes**

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	7044410	TIRUKKURUNGUDI S SRINIVASAN	Non-Executive - Independent Director	Chairperson	26/08/2021	-	-
2	8510153	MURALI CHENGALVARAYAN	Non-Executive - Independent Director	Member	01/08/2019	-	-
3	1784664	RAJENDHIRAN JAYARAM	Executive Director	Member	02/04/2009	-	-
4	9844099	Rainy Ramesh Singhi	Non-Executive - Independent Director	Member	11/12/2023	-	-

For **TELESYS INFO INFRA (I) LIMITED**  
*Sugantha*  
 Director / Authorised Signatory

# Corporate Governance

TELESYS SOFTWARE LTD.

Scrip Code :532315

Quarter Ending : December 2023

## Annexure 1

### III. Meeting Of Board Of Directors

#### Disclosure of notes on meeting of board of directors explanatory

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Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14/08/2023	-	-	Yes	6	6	3
2	31/08/2023	16	-	Yes	6	6	3
3	10/11/2023	70	-	Yes	5	5	2
4	11/12/2023	30	-	Yes	6	6	3

For TELESYS INFO INFRA (I) LIMITED  
*Suganya*  
*Kenawat*  
Director / Authorised Signatory

**Corporate Governance**

**TELESYS SOFTWARE LTD.**

**Scrip Code :532315**

**Quarter Ending : December 2023**

**Annexure 1**

**IV. Meeting Of Committees**

**Disclosure of notes on meeting of committees explanatory**

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Sr	Name of Committee	EnterDate(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-Aug-23	-	-	-	Yes	3	3	3	0
2	Audit Committee	10-Nov-23	87	-	-	Yes	2	2	2	0
3	Nomination and remuneration committee	14-Aug-23	-	-	-	Yes	3	3	3	0
4	Nomination and remuneration committee	10-Nov-23	87	-	-	Yes	2	2	2	0
5	Stakeholders Relationship Committee	10-Nov-23	-	-	-	Yes	2	2	2	0

For **TELESYS INFO INFRA (I) LIMITED**  
*Suganya*  
*Kanvaat*  
 Director / Authorised Signatory

Corporate Governance			
TELESYS SOFTWARE LTD.			
Scrip Code :532315		Quarter Ending : December 2023	
Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	NA	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

For TELESYS INFO INFRA (I) LIMITED  
*Suganya*  
*Kanant*  
 Director / Authorised Signatory

<b>Corporate Governance</b>			
<b>TELESYS SOFTWARE LTD.</b>			
<b>Scrip Code :532315</b>		<b>Quarter Ending : December 2023</b>	
<b>Annexure 1</b>			
<b>Cyber Security Incidence</b>			
<b>Details of Cyber security incidence</b>			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event	-	Brief details of the event	

For ~~TELESYS INFO INFRA (I) LIMITED~~  
  
 Director / ~~Authorised Signatory~~

Corporate Governance		
TELESYS SOFTWARE LTD.		
Scrip Code :532315 Quarter Ending : December 2023		
Annexure I - VI. Affirmations		
Sr	Subject	Compliance status - (Yes/No)
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit committee</b>	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>b. Nomination and remuneration committee</b>	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	-
Annexure I		
Sr	Subject - Compliance status	
1	Name of signatory - PRIYANKA KUMAWAT	
2	Designation - Company Secretary and Compliance Officer	

For TELESYS INFO INFRA (I) LIMITED  
*Priyanka Kumawat*  
 Director / Authorised Signatory



## SIGNATURE DETAILS

NAME OF THE SIGNATORY	PRIYANKA KUMAWAT
DESIGNATION OF PERSON	COMPANY SECRETARY AND COMPLIANCE OFFICER
PLACE	CHENNAI
DATE	20/01/2024

For ~~TELESYS~~ INFO INFRA (I) LIMITED  
*Priyanka*  
*Kumawat*  
Director / Authorised Signatory