



TELESYS INFO - INFRA (I) LIMITED

(Formerly known as Telesys Software Ltd.)

CIN : L70200TN1992PLC023621

GSTIN : 33AABCT1582G2ZJ

04-10-2023

To,
BSE Limited
P. J. Towers, Dalal Street,
Mumbai- 400 001

BSE Code: 532315

**SUB: Telesys Info-Infra (I) Limited, (Formerly known as Telesys Software Limited):
SCRUTINIZER'S REPORT AND VOTING RESULTS OF 31ST ANNUAL GENERAL MEETING AND
SCRUTINIZER'S REPORT**

Dear Sir/Madam,

We wish to inform that the 31ST Annual General Meeting ('AGM') of the Telesys Info-Infra (I) Limited, (Formerly known as Telesys Software Limited) ('Company') was held on September 30, 2023 at 11:30 A.M. (IST) through Video Conferencing and other Audio-Visual Means to transact the business as stated in the Notice convening the 31ST Annual General Meeting.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') We enclosed herewith the consolidated outcome of voting along with Scrutinizer report held through remote e-Voting and e-Voting conducted at the 31ST AGM of the Company. The Company had appointed CS Ramesh Chandra Mishra, Practising Company Secretary (Membership No. FCS 5477 CP No. 3987) from M/s Ramesh Chandra Mishra & Associates, as the Scrutinizer for remote e-Voting and e-Voting conducted at the AGM. As per the Scrutinizer's Report, all Resolutions as set out in the Notice of 31ST AGM have been duly approved by the Members with requisite majority.

We request you to take the above information on record.

Thanking you,

Yours faithfully

**For Telesys Info-Infra (I) Limited,
(Formerly known as Telesys Software Limited)**

**Chandran Ganesan
Whole Time Director
(DIN: 08166461)**





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

Combined Scrutinizer's Report on Remote e-Voting & e-Voting conducted at the 31st AGM
of Telesys Info-Infra (I) Limited held on Saturday, September 30, 2023

To
The Chairman,
Telesys Info-Infra (I) Limited
CIN: L70200TN1992PLC023621
Regd. Office: No. - 1/L Blackers Road, 2F Gaiety Palace,
2nd Floor Chintadripet Chennai TN 600002 IN

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-Voting process and e-Voting by your Members during the 31st Annual General Meeting of your Company held on Saturday, the 30th day of September, 2023 at 11.30 A.M (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizers Report, which is comprehensive and self explanatory in all respects.

FOR RAMESH CHANDRA MISHRA &
ASSOCIATES

Ramesh Chandra Mishra
Practicing Company Secretary
Membership No.: 5477
COP No.: - 3987
UDIN: F005477E001170993
Peer Review Certificate No.: 1133/2021



Place: Mumbai
Date: October 04, 2023



CONSOLIDATED SCRUTINIZER'S REPORT

October 04, 2023

To
The Chairman
Telesys Info-Infra (I) Limited
CIN: L70200TN1992PLC023621
Regd. Office: No. - 1/L Blackers Road, 2F Gaiety Palace,
2nd Floor Chintadripet Chennai TN 600002 IN

Sub: Consolidated Scrutinizer's Report on Remote e-Voting & e-Voting conducted at the 31st AGM of Telesys Info-Infra (I) Limited held on Saturday, September 30, 2023 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

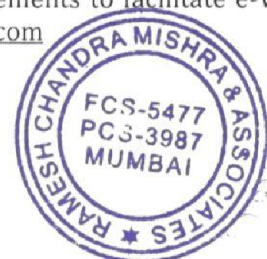
Dear Sir,

We, M/s Ramesh Chandra Mishra & Associates, Practicing Company Secretaries firm, was appointed as Scrutinizer by the Board of Directors of Telesys Info-Infra (I) Limited ('the Company') at their Meeting held on September 30, 2023, for conducting remote e-Voting process as well as to scrutinize the e-Voting conducted at the AGM (remote e-Voting and e-Voting at the AGM collectively referred to as 'e-Voting') in a fair and transparent manner to transact the businesses, as set forth in the Notice of the Meeting dated August 31, 2023.

In compliance with Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India and in accordance with the General Circular Nos. 14/2020, 17/2020, 20/2020, 2/2021, 19/2021, 21/2021 and 2/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively, issued by the Ministry of Corporate Affairs ('MCA') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 & SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively issued by Securities and Exchange Board of India ("SEBI") (collectively referred to as "Circulars"), the Company had provided facility for e-Voting to all Members of the Company, to enable them to cast their votes electronically.

The Company had engaged Central Depository Service (India) Limited ('CDSL'), as the Electronic Voting Service Provider ('EVSP') who had made necessary arrangements to facilitate e-Voting by Members of the Company on their website at www.evotingindia.com

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The Company had sent the Notice including all requisite information required to cast the vote, in electronic form only to all its Members who have registered their e-mail addresses with the Company/ Depository Participants/ Registrar & Transfer Agents. The communication of the assent or dissent of the Members was sought through the e-Voting system only.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereof including Circulars and Listing Regulations relating to the items being placed for approval of the Members through remote e-Voting and e-Voting at the 31st AGM. Our responsibilities as Scrutinizer is restricted to scrutinize that the e-Voting process is conducted in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast 'For' or 'Against' the Resolutions stated in the Notice and also mentioned herein below, based on the reports generated from the e-Voting system provided by the EVSP.

Item No.	Resolution	Type of Resolution
Ordinary Business		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To appoint Sri Vijayaraj Heerachand Jain (DIN: 01319086), who retires by rotation as a Director	Ordinary
Special Business		
3.	Adoption of Memorandum of Association as per provisions of the Companies Act, 2013.	Special
4.	Change Of Name Of The Company From "TELESYS INFO-INFRA (I) LIMITED" To "GROARC INDUSTRIES INDIA LIMITED" And Alteration Of Name Clause Of The Memorandum Of The Company.	Special
5.	Adoption of Articles of Association as per the provisions of the Companies Act, 2013	Special

In connection with the above referred matters, we hereby submit my report as under:

1. The Company had completed the dispatch of the Notice of the AGM along with Annual Report for the Financial Year 2022-23 on Friday, September 08, 2023 by electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar & Transfer Agent of the Company or the Depositories on September 01, 2023 ('Internal Cut-off date').
2. The Company had published an advertisement on Saturday, September 09, 2023 regarding completion of dispatch of 31st AGM Notice including all requisite information required to cast the vote, to eligible Members in English Daily "TRINITY MIRROR" and in Regional Daily "MAKKAL KUARAL" editions respectively;
3. In compliance with provision of the Act and applicable circulars issued from time to time, the Members of the Company holding shares as on September 23, 2023 ('Cut- off Date') had

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an option to vote through the e-Voting facility. The Company had also provided option for e-Voting to those Members, who held shares in Physical form;

The Company had offered e-Voting facility to its Members for casting their votes electronically. The e-Voting process commenced on Wednesday, September 27, 2023 at 9:00 a.m and ended on Friday, September 29, 2023 at 5:00 p.m.;

4. At the 31st AGM of the Company held through VC/OAVM means, on Saturday, September 30, 2023, after considering all the items of business, the facility to vote electronically was provided to facilitate those Members who were attending the Meeting through VC/OAVM but could not participate in the remote e-Voting to record their votes.
5. The remote e-Voting has been unblocked on Saturday, September 30, 2023, after 03:00 P.M. in our presence and in the presence of two witnesses' (who are not in the employment of the Company);
6. After unblocking the votes cast, the total votes cast both through remote E-voting Process and by e-Voting the AGM, were consolidated and has been considered for the purpose of this report.

The result of the remote e-Voting together with that of the voting conducted at the AGM by way of electronic means are as under:

ORDINARY BUSINESS

Item No. 1 (As an Ordinary Resolution):

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon:

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstand ing shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	0	0	0	0	0	0	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	20466529	1023204	4.99	1022794	410	99.96	0.04
Total	20466529	1023204	4.99	1022794	410	99.96	0.04

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As the number of vote cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No. 1 as set forth in the 31st AGM Notice dated August 31, 2023 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., **Saturday, September 30, 2023.**

Item No. 2 (As an Ordinary Resolution):

To appoint Sri Vijayaraj Heerachand Jain (DIN: 01319086), who retires by rotation as a Director

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstand ing shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	0	0	0	0	0	0	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	20466529	1023204	4.99	1022094	1110	99.89	0.11
Total	20466529	1023204	4.99	1022094	1110	99.89	0.11

As the number of vote cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No. 2 as set forth in the 31st AGM Notice dated August 31, 2023 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., **Saturday, September 30, 2023.**

Item No. 3 (As an Special Resolution):

Adoption of Memorandum of Association as per provisions of the Companies Act, 2013.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstand ing shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter	0	0	0	0	0	0	0

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Group							
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	20466529	1023204	4.99	1022794	410	99.96	0.04
Total	20466529	1023204	4.99	1022794	410	99.96	0.04

As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No.3 as set forth in the 31ST AGM Notice dated August 31, 2023 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e, **Saturday, September 30, 2023.**

Item No. 4 (As an Special Resolution):

Change Of Name Of The Company From "TELESYS INFO-INFRA (I) LIMITED" To "GROARC INDUSTRIES INDIA LIMITED" And Alteration Of Name Clause Of The Memorandum Of The Company.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstand ing shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	0	0	0	0	0	0	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	20466529	1023204	4.99	1022794	410	99.96	0.04
Total	20466529	1023204	4.99	1022794	410	99.96	0.04

As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No.4 as set forth in the 31ST AGM Notice dated August 31, 2023 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e, **Saturday, September 30, 2023.**

Item No. 5 (As an Special Resolution):

Adoption of Articles of Association as per the provisions of the Companies Act, 2013

Promoter/	No. of	No. of	% of	No. of	No. of	% of	% of Votes
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Public	Shares held	votes polled	Votes polled on outstanding shares	votes in favour	votes against	votes in favour on votes polled	against on votes polled
Promoter & Promoter Group	0	0	0	0	0	0	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	20466529	1023204	4.99	1022794	410	99.96	0.04
Total	20466529	1023204	4.99	1022794	410	99.96	0.04


As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No.5 as set forth in the 31ST AGM Notice dated August 31, 2023 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e, **Saturday, September 30, 2023.**

The said result along with the Scrutinizer's report would be intimated to the Stock Exchange where the Company's securities are listed viz. www.bseindia.com, displayed on the website of CDSL viz. www.evotingindia.com and the Company's website viz. www.telesys.in

Thanking you,

Yours Faithfully

For RAMESH CHANDRA MISHRA & ASSOCIATES


Ramesh Mishra
Company Secretary in Practice
Membership No.:5477
COP NO.:3987

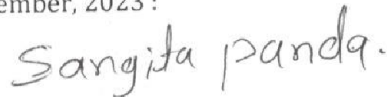


Place: Mumbai
Date: 04-10-2023

UDIN: F005477E001170993
Peer Review Certificate No.: 1133/2021

The following were the witnesses to the unblocking of the votes on 30TH September, 2023 :

Sangita Panda



Sejal Patel

