

# GROARC INDUSTRIES INDIA LIMITED

(Formerly known as Telesys Info - Infra (I) limited)  
CIN : L70200TN1992PLC023621  
GSTIN : 33AABCT1582G2ZJ

3<sup>RD</sup> October, 2024

To  
The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

**BSE SCRIP CODE: 532315**

**SUB: GROARC INDUSTRIES INDIA LIMITED (Formerly knowns as Telesys Info- Infra (I) Limited): SCRUTINIZER'S REPORT AND VOTING RESULTS OF 32<sup>ND</sup> ANNUAL GENERAL MEETING AND SCRUTINIZER'S REPORT**

Dear Sir/Madam,

We wish to inform that the 32<sup>ND</sup> Annual General Meeting ('AGM') of the GROARC INDUSTRIES INDIA LIMITED (Formerly knowns as Telesys Info- Infra (I) Limited) ('Company') was held on September 30, 2024 at 01:00 P.M. (IST) through Video Conferencing and other Audio-Visual Means to transact the business as stated in the Notice convening the 32<sup>ND</sup> 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 32<sup>ND</sup> 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 32<sup>ND</sup> AGM have been duly approved by the Members with requisite majority.

We request you to take the above information on record.

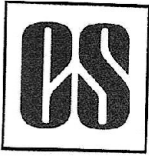
Thanking you

Yours faithfully

**For GROARC INDUSTRIES INDIA LIMITED**  
**(Formerly knowns as Telesys Info- Infra (I) 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 32<sup>ND</sup> AGM  
of Groarc Industries India Limited (Formerly known as Telesys Info-Infra (I) Limited)  
held on Monday, September 30, 2024**

October 03, 2024

To,  
The Chairman  
Groarc Industries India Limited  
(Formerly known as Telesys Info-Infra (I) Limited)  
CIN: L70200TN1992PLC023621  
Address: No. - No. - 1/L Blackers Road, 2F Gaiety Palace,  
2nd Floor Chintadripet, Chennai, Tamil Nadu, India, 600002

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-Voting process and e-Voting by your Members during the 32<sup>ND</sup> Annual General Meeting of your Company held on Monday, the 30<sup>TH</sup> day of September, 2024 at 1:00 P.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: F005477F001427359  
Peer Review Certificate No.: 1133/2021



Place: Mumbai  
Date: 03/10/2024



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

**CONSOLIDATED SCRUTINIZER'S REPORT**

October 03, 2024

To,

The Chairman

Groarc Industries India Limited

(Formerly known as Telesys Info-Infra (I) Limited)

CIN: L70200TN1992PLC023621

Address: No. - No. - 1/L Blackers Road, 2F Gaiety Palace,  
2nd Floor Chintadripet, Chennai, Tamil Nadu, India, 600002

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Remote e-Voting & e-Voting conducted at the 32<sup>ND</sup> AGM of Groarc Industries India Limited (Formerly known as Telesys Info-Infra (I) Limited) held on Monday, September 30, 2024 at 1:00 P.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 Groarc Industries India Limited (Formerly known as Telesys Info-Infra (I) Limited) ('the Company') at their Meeting held on August 14, 2024, 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 14, 2024.

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 and December 28, 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 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 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](http://www.evotingindia.com)

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 32<sup>ND</sup> 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
<b>Ordinary Business</b>		
1.	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 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
<b>Special Business</b>		
3.	Re-appointment of Mr. Murali Chengalvarayan (DIN: 08510153), as an Independent Director	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 2023-24 on Friday, September 06, 2024 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 August 30, 2024 ('Internal Cut-off date').
2. The Company had published an advertisement on Wednesday, September 09, 2024 regarding completion of dispatch of 32<sup>ND</sup> AGM Notice including all requisite information required to cast the vote, to eligible Members in English Daily 'TRINITY MIRROR' and in Regional Daily 'MAKKAL KURAL' 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, 2024 ('Cut- off Date') had 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 Friday, September 27, 2024 at 9:00 a.m and ended on Sunday, September 29, 2024 at 5:00 p.m.;

4. At the 32<sup>ND</sup> AGM of the Company held through VC/OAVM means, on Monday, September 30, 2024 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 Monday, September 30, 2024 after 05:00 P.M. in our presence and in the presence of two witnesses' Sejal Patel and Shreyana Koyande (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 consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 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 outstanding 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	352692	1.72	352682	10	99.99	0.00
<b>Total</b>	<b>20466529</b>	<b>352692</b>	<b>1.72</b>	<b>352682</b>	<b>10</b>	<b>99.99</b>	<b>0.00</b>



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 32<sup>ND</sup> AGM Notice dated August 14, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., **Monday, September 30, 2024.**

**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 outstanding 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	352692	1.72	352682	10	99.99	0.00
<b>Total</b>	<b>20466529</b>	<b>352692</b>	<b>1.72</b>	<b>352682</b>	<b>10</b>	<b>99.99</b>	<b>0.00</b>

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 32<sup>ND</sup> AGM Notice dated August 14, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., **Monday, September 30, 2024.**

**Item No. 3 (As a Special Resolution)**

**Re-appointment of Mr. Murali Chengalvarayan (DIN: 08510153), as an Independent Director :**

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding 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	352692	1.72	352682	10	99.99	0.00
<b>Total</b>	<b>20466529</b>	<b>352692</b>	<b>1.72</b>	<b>352682</b>	<b>10</b>	<b>99.99</b>	<b>0.00</b>

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 32<sup>ND</sup> AGM Notice dated August 14, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., **Monday, September 30, 2024.**

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](http://www.bseindia.com), displayed on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com) and the Company's website viz. [www.telesys.in](http://www.telesys.in)

Thanking you,

Yours Faithfully,

**FOR RAMESH CHANDRA MISHRA & ASSOCIATES,**

*Ramesh*

**Ramesh Chandra Mishra**  
**Practicing Company Secretary**  
**Membership No.: 5477**  
**COP No.: - 3987**  
**UDIN: F005477F001427359**  
**Peer Review Certificate No.: 1133/2021**



**Place: Mumbai**

**Date: 03/10/2024**

The following were the witnesses to the unblocking of the votes on 30<sup>th</sup> September, 2024 :

Sejal Patel

*Sejal Patel*

Shreyana Koyande

*Shreyana K*