



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

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendment/modification thereof)

To
The Board of Directors
TELESYS INFO-INFRA (I) LIMITED
(FORMERLY KNOWN AS TELESYS SOFTWARE LIMITED)
Add: No. - 1/L Blackers Road, 2F Gaiety Palace 2nd Floor
Chintadripet Chennai TN 600002 IN.

Dear Sir,

We, Ramesh Chandra Mishra & Associates — having CP No. 3987, Practicing Company Secretary, have been appointed by the TELESYS INFO-INFRA (I) LIMITED (FORMERLY KNOWN AS TELESYS SOFTWARE LIMITED) (hereinafter referred to as 'Company') having CIN L70200TN1992PLC023621 and having its Registered Office at No. - 1/L Blackers Road, 2F Gaiety Palace 2nd Floor Chintadripet Chennai Chennai TN 600002 IN to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In connection with the proposed preferential issue upto 1,14,31,121 Equity shares of Rs. 10/- each at a issue price of Rs. 19/- each of TELESYS INFO-INFRA (I) LIMITED (FORMERLY KNOWN AS TELESYS SOFTWARE LIMITED) (hereinafter referred to as "Company"), to the non-promoters (hereinafter 'Proposed Allottees'), aggregating to upto Rs. 21,71,91,299 (**Preferential Issue**), the Company is required to obtain a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, as amended (the "ICDR Regulations").

Accordingly, this certificate is being issued under the ICDR Regulations.

MANAGEMENT'S RESPONSIBILITY:

The Management of the Company is responsible for ensuring the compliance of the requirements of the ICDR Regulations detailed as under:

- i. Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue;
- ii. Determination of the minimum price of Equity Share in terms of Regulation 165 of the ICDR Regulations;
- iii. Compliance with the conditions/ requirements of the ICDR Regulations.

