



# TELESYS INFO - INFRA (I) LIMITED

(Formerly known as Telesys Software Ltd.)

CIN : L70200TN1992PLC023621

GSTIN: 33AABCT1582G2ZJ

1<sup>st</sup> October, 2019

To,  
The Secretary  
The BSE Limited  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.

**SUBJECT: Voting Results of the 27<sup>th</sup> Annual General Meeting of Telesys Info-Infra (I) Limited**

**BSE CODE: 532315**

Dear Sir/ Madam,

In accordance with the Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we enclosed herewith please find the voting results of 27th Annual General Meeting of the Company held on 30th September, 2019 in the prescribed format along with the report of the Scrutinizer on e-voting and voting through ballot paper at the AGM.

Please acknowledge and take on record the same.

Thanking You,  
For Telesys Info-Infra (I) Limited

Rajendhiran Jayaram  
Director  
Din : 01784664





**C.S. Amarendra Mohapatra**  
**B.Com, L.L.B., A.C.S.**

**\*Amarendra Mohapatra & Associates**  
**Practicing Company Secretaries\***  
**Ph: +91 9004886465 & +91 7873117777**

**SCRUTINIZER'S REPORT ON E-VOTING**

To,  
The Chairman  
**Telesys Info-Infra (I) Limited**  
Murugan Thirumana Maligai,  
No.136/48, S.R.P.Koil Street,  
Agaram, Chennai — 600 082

**Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ,as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange and submission of Scrutinizer's Report.**

I, **Mr. Amarendra Mohapatra**, a Company Secretary in Practice, have been appointed by the Board of Directors of **Telesys Info-Infra (I) Limited** ("the Company") as a Scrutinizer for the purpose of scrutinizing the e-voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2015, on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 27<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on, 30<sup>th</sup> September, 2019 at Murugan Thirumana Maligai, No.136/48, S.R.P.Koil Street, Agaram, Chennai — 600 082.

The AGM Report containing the Notice dated 29<sup>th</sup> August,2019 convening the 27<sup>th</sup> Annual General Meeting of the Company along with the statement setting out the material facts in respect of resolutions proposed to be passed under section 108 of the Companies Act, 2013 was sent to shareholders on time.



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The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules, as amended from time to time relating to remote e-voting and the voting conducted through electronic voting system at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as Scrutinizer is restricted to make a scrutinizer's report of votes cast "in favour" or "against" the resolutions and "invalid" votes based on report generated from the electronic platform provided by Central Depository Services(India)Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

1. The e-voting period remained open from Friday, 27<sup>th</sup> September, 2019 (09.00 a.m.) to Sunday, 29<sup>th</sup> September, 2019 (5.00 p.m.).
2. The members of the Company as on cut-off date i.e., 24<sup>th</sup> September, 2019 were entitled to vote on the resolutions in the notice of the Annual General Meeting.
3. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system..
4. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services(India)Limited i.e. (<https://www.evotingindia.com//>)
5. Based on such e-voting records received, I hereby report as under:



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Resolution No: 1

Nature of  
Resolution Ordinary Resolution

Subject Matter: Adopted Audited Standalone Financial Statements for the year ended March 31, 2019, the Reports of the Board of Directors and Auditors thereon.

Details of Voting	No. of Shareholders Voted	Assent (For)		Dissent (Against)	
		No. of votes	Ratio	No. of votes	Ratio
E- voting	14	10600	(97.25%)	300	(2.75%)

Resolution No: 2

Nature of  
Resolution Ordinary Resolution

Subject Matter: Appointed Sri Rajendhiran Jayaram - Director, [ DIN: 01784664], who retires by rotation.

Details of Voting	No. of Shareholders Voted	Assent (For)		Dissent (Against)	
		No. of votes	Ratio	No. of votes	Ratio
E- voting	14	9300	(85.32%)	1600	(14.68%)

Resolution No: 3

Nature of  
Resolution Ordinary Resolution

Subject Matter: Regularized the Appointment of Mr. Murali Chengalvarayan (DIN: 085101531) as a Non- Executive Independent Director.

Details of Voting	No. of Shareholders Voted	Assent (For)		Dissent (Against)	
		No. of votes	Ratio	No. of votes	Ratio
E- voting	14	9300	(85.32%)	1600	(14.68%)



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Resolution No: 4

Nature of  
Resolution Ordinary Resolution

Subject Matter: Regularized the Appointment of Smt. Durga Devi Jaikumar (DIN: 08510443) as a Non- Executive Independent Director.

Details of Voting	No. of Shareholders Voted	Assent (For)		Dissent (Against)	
		No. of votes	Ratio	No. of votes	Ratio
E- voting	14	9300	(85.32%)	1600	(14.68%)

Resolution No: 5

Nature of  
Resolution Special Resolution

Subject Matter: Considered The Conversion Of Loans/Advances Received From M/S. Chemiecarb Private Limited(Non-Promoter),Into Equity Shares.

Details of Voting	No. of Shareholders Voted	Assent (For)		Dissent (Against)	
		No. of votes	Ratio	No. of votes	Ratio
E- voting	14	7000	(64.22%)	3900	(35.78%)

For Amarendra Mohapatra & Associates



Amarendra Mohapatra  
Company Secretary in Practice  
Membership No.:- 26257  
C.P. No.:- 14901

Place: Bhubaneswar  
Date: 02.10.2019

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**FORM No. MGT-13**  
**Report of Scrutinizer**

**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies**  
**(Management and Administration) Rules, 2014]**

To,  
**The Chairman**  
**27<sup>th</sup> Annual General Meeting of the**  
**Equity Shareholders of Telesys Info-Infra (I) Limited**  
Held on 30<sup>th</sup> September, 2019  
at Murugan Thirumana Maligai,  
No.136/48, S.R.P.Koil Street,  
Agaram, Chennai – 600 082

Dear Sir,

I, **Mr. Amarendra Mohapatra** appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Telesys Info-Infra (I) Limited**, held on 30<sup>th</sup> September, 2019 at Murugan Thirumana Maligai, No.136/48, S.R.P.Koil Street, Agaram, Chennai – 600 082., submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



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3. The poll papers which were found defective have been treated as invalid and kept separately. The same were not considered in calculation.
4. The result of the Poll is as under:
- a) Resolution No. 1: Adopted Audited Standalone Financial Statements for the year ended March 31, 2019, the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	6901	100%

(ii) Voted in against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



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(iii) Invalid Votes:

Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

b) Resolution No. 2: Appointed Sri Rajendhiran Jayaram - Director, [ DIN: 01784664],who retires by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	6901	100%

(ii) Voted in against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



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(iii) Invalid Votes:

Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

c) Resolution No. 3: Regularized the Appointment of Mr. Murali Chengalvarayan (DIN: 085101531) as a Non- Executive Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	6901	100%

(ii) Voted in against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



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(iii) Invalid Votes:

Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

d) Resolution No. 4: Regularized the Appointment of Smt. Durga Devi Jaikumar (DIN: 08510443) as a Non- Executive Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	6901	100%

(ii) Voted in against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



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(iii) Invalid Votes:

Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

e) Resolution No. 5: Considered The Conversion Of Loans/Advances Received From M/S. Chemiecarb Private Limited(Non-Promoter),Into Equity Shares.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	6901	100%

(ii) Voted in against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



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(iii) Invalid Votes:

Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

5. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary of the Company.

For Amarendra Mohapatra & Associates



**Amarendra Mohapatra**  
**Company Secretary in Practice**  
**Membership No.:- 26257**  
**C.P. No.:- 14901**

**Place: Bhubaneswar**  
**Date: 02.10.2019**

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**Consolidated Report of Scrutinizer on Remote E-Voting and Voting  
Through Polling Paper**

**[Pursuant to section 108 and 109 of Companies Act 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules 2014 and Rule 20 as substituted by the Companies (Management and administration) amendment rules, 2015)]**

To,

The Chairman

Telesys Info-Infra (I) Limited  
Murugan Thirumana Maligai,  
No.136/48, S.R.P.Koil Street,  
Agaram, Chennai – 600 082

Dear Sir,

I, **Mr. Amarendra Mohapatra**, a Company Secretary in Practice, have been appointed by the Board of Directors of **Telesys Info-Infra (I) Limited** ("the Company") as a Scrutinizer for the purpose of scrutinizing the e- voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2015, on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 27<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on 30<sup>th</sup> September, 2019 at Murugan Thirumana Maligai, No.136/48, S.R.P.Koil Street, Agaram, Chennai – 600 082.



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1. The Company has also provided the facility of voting through polling paper to the member present at the Annual General meeting and who has not cast their vote through the remote e-voting.
2. The Company has engaged the Central Depository Services Limited (CDSL) as the authorized agency to provide system for e-voting process.
3. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act 2013 and Rules relating to voting through electronic means on the resolution containing the notice of the Annual General Meeting of the Company. My responsibility as a Scrutinizer is restricted to make the Scrutinizer Report of the votes cast in "favour" or "against" the resolution stated in the notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited and the polling papers received from the members at the AGM.

The results of the poll and for e-voting conducted for the Annual General Meeting are as under:-

<b>Resolution No:</b>	<b>1</b>
<b>Nature of</b>	
<b>Resolution</b>	<b>Ordinary Resolution</b>

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**Subject Matter: Adopted Audited Standalone Financial Statements for the year ended March 31, 2019, the Reports of the Board of Directors and Auditors thereon.**



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Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of Shareholders	Number of shares	No. of Shareholders	Number of shares	
By Poll	44	6901	NIL	NIL	NIL
By E Voting	12	10600	2	300	NIL
Total	56	17501	2	300	NIL

Resolution No: 2

Nature of

Resolution Ordinary Resolution

Subject Matter: Appointed Sri Rajendhiran Jayaram - Director, [ DIN: 01784664], who retires by rotation.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of Shareholders	Number of shares	No. of Shareholders	Number of shares	
By Poll	44	6901	NIL	NIL	NIL
By E Voting	10	9300	4	1600	NIL
Total	54	16201	4	1600	NIL



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Resolution No: 3

Nature of

Resolution Ordinary Resolution

Subject Matter: Regularized the Appointment of Mr. Murali Chengalvarayan (DIN: 085101531) as a Non- Executive Independent Director.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of Shareholders	Number of shares	No. of Shareholders	Number of shares	
By Poll	44	6901	NIL	NIL	NIL
By E Voting	10	9300	4	1600	NIL
Total	54	16201	4	1600	NIL

Resolution No: 4

Nature of

Resolution Ordinary Resolution

Subject Matter: Regularized the Appointment of Smt. Durga Devi Jaikumar (DIN: 08510443) as a Non- Executive Independent Director.



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Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of Shareholders	Number of shares	No. of Shareholders	Number of shares	
By Poll	44	6901	NIL	NIL	NIL
By E Voting	10	9300	4	1600	NIL
Total	54	16201	4	1600	NIL

Resolution No: 5

Nature of

Resolution Special Resolution

Subject Matter: Considered The Conversion Of Loans/Advances Received From M/S. Chemiecarb Private Limited(Non-Promoter),Into Equity Shares.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of Shareholders	Number of shares	No. of Shareholders	Number of shares	
By Poll	44	6901	NIL	NIL	NIL
By E Voting	10	7000	4	3900	NIL
Total	54	13901	4	3900	NIL



**\*Plot No. 506, Unit IX, Bhoi Nagar, Behind IDCO Tower  
Bhubaneswar, Odisha- 751022.**

**Branch Office: 129B, Ansa Industrial Estate, Saki Vihar Road,  
Sakinaka, Andheri East, Mumbai - 400072**

**E-Mail: [Csamarendra@Gmail.Com](mailto:Csamarendra@Gmail.Com) & [Associateconsultancy@Gmail.Com](mailto:Associateconsultancy@Gmail.Com)\***



**C.S. Amarendra Mohapatra**  
**B.Com, L.L.B., A.C.S.**

**\*Amarendra Mohapatra & Associates**  
**Practicing Company Secretaries\***  
**Ph: +91 9004886465 & +91 7873117777**

Based on the abovementioned details, the Resolutions No. 1 to 5 were passed with majority at the Annual General Meeting of the company by way of poll and e- voting.

**For Amarendra Mohapatra & Associates**



**Amarendra Mohapatra**

**Company Secretary in Practice**

**Place: Bhubaneswar**

**Membership No.:- 26257**

**Date: 02.10.2019**

**C.P. No.:- 14901**

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