

TELESYS INFO-INFRA (I) LIMITED

(formerly known as Telesys Software Limited)

CIN: L70200TN1992PLC023621

Add: NO. 5, Damodaran Street Kellys, Kilpauk Chennai Chennai TN 600010

Email: telesys1992@yahoo.com website: www.telesysinfo.in

Phone:044-26604547

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF TELESYS INFO-INFRA (I) LIMITED FORMERLY KNOWN AS (TELESYS SOFTWARE LIMITED) WILL BE HELD ON FRIDAY 12TH DAY OF MARCH 2021 AT 12.00 P.M IST THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS(ES) :

SPECIAL BUSINESS:

1. To Enlarge the Main Object of the Company

To consider and if thought fit, to pass the following resolution with or without modification/s, as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Tamil Nadu, to enlarge the following sub clause (3) after sub clause (2) of clause III (A) of the Memorandum of Association of Company:

(3) To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockiest, liaison, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis and to participate in all types of Government tenders for government supplies and job work and to manufacture, sell, purchase all kinds of organic and non organic chemicals and to establish and run business of millers, manufacturing in all kind of agro commodities such as grains, pulses, sugar and its bye products, vegetable oil processed from all kind of seeds, and to manufacture, trade, market all such Food product, either finished product or semi-finished product to open market through tender. To export, import, refine, trade, manufacture, repack all kinds of vegetable oils, Seed oils, and to create & own brand for various Food Product, Dairy Products, Cattle feeds, poultry and animal husbandry and its related activities.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Tamil Nadu.”

2. TO CONSIDER THE CONVERSION OF LOANS/ADVANCES RECEIVED FROM M/S. CHEMICARB PRIVATE LIMITED (NON-PROMOTER), INTO EQUITY SHARES THAT WAS USED FOR WORKING CAPITAL REQUIREMENT CORPORATE REQUIREMENTS OF THE COMPANY, WITH OR WITHOUT MODIFICATION (S), AS A SPECIAL RESOLUTION

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to section 39,42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the “Companies Act 2013”) and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded to utilize/convert the Loan(S)/Advances advanced to the Company on various dates and aggregating to Rs. Upto 4,00,00,000 as on 31.3.2020 to M/S. Chemicarb Private Limited(Non-Promoter) towards any future subscription of any securities which includes equity and convertible warrants into shares (both equity

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/preference Shares), at such price and condition(s) as decided by the Board and in accordance with SEBI Act, 1992 and rules and Regulation framed thereunder including The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and subsequent amendments thereto, including but not restricted to the (SEBI ICDR Regulations), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and rules framed thereunder."

"RESOLVED FURTHER THAT pursuant to 62 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules , 2014 and the Memorandum & Articles of Association of the Company and any other applicable laws / rules / regulation, the company shall not be required to open a separate Bank Account and comply the applicable provisions of section 39 & 42 of the Companies Act, 2013 and rules framed thereunder in connection with the conversion of the above loan of the promoter groups, in one or multiple tranches, towards future subscription of any securities including equity and convertible warrants into shares (both equity /preference Shares)."

"RESOLVED FURTHER THAT pursuant to Section 42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the "Companies Act 2013") and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded and also taken on record for the utilization of the loans aggregating of Rs. 4,00,00,000 as on 31.3.2020 to M/S. Chemicarb Private Limited(Non-Promoter) of the company on various occasions as mentioned in the Explanatory statement this notice as the utilization of fund of the subscription proceeds any issue of share capital of the company.

"RESOLVED FURTHER THAT pursuant to Section 42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the "Companies Act 2013") and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded and also taken on record for the utilization of the loans aggregating of Rs. Upto 4,00,00,000 as on 31.3.2020 by M/S. Chemicarb Private Limited(Non-Promoter) and by the company on various occasions as mentioned in the Explanatory statement this notice as the utilization of fund of the subscription proceeds any issue of share capital of the company."

"AND RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the redemption proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit for this purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required .

3. **PREFERENTIAL ISSUE AND ALLOTMENT OF 1,23,52,941 EQUITY SHARES OF FACE VALUE OF RS 10/- EACH TO NON-PROMOTER(S) OF THE COMPANY:**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42 & 62 and other applicable provisions, if any, of the Companies Act, 2013,as amended ("Companies Act") read Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, as amended from time to time, and various rules, regulations, circulars, press notes, clarification issued by the Securities and Exchange Board of India, including but not restricted to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"),

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and subsequent amendments thereto, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and amendments thereto, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("SEBI") ("SEBI Regulations"), the Reserve Bank of India ("RBI") and the stock exchanges where the shares of the Company are listed ("Stock Exchanges") and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions of the appropriate statutory authorities, if any, and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot 12352941 Equity Shares of face value of Re. 10/- each ("Equity Shares"), fully paid up, for cash, at a price 17/- per share (at premium of Rs. 7/-) the price determined in accordance with Chapter V of SEBI ICDR Regulations, on a preferential basis to the non-promoters whichever is higher in one or multiple tranches and on such terms and conditions and in such manner, as the Board may think fit and proper and in its absolute discretion."

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of 12352941 equity shares would 10th February 2021 which would be the date falling 30 days prior to last date of EGM and the floor price as calculated as per ICDR Regulation 2018 is of Rs. 17/- (Rupees Seventeen only).

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 12352941 Equity Shares of face value of Re. 10/- each ("Equity Shares"), fully paid up, for cash, at a price 17/- per share (including premium of Rs. 7/-) as recomputed under the said Regulation to the person belongs to non-promoter group:

"RESOLVED FURTHER THAT the members be and hereby accorded their consent to the conversion of the loan(ICD's) aggregating of Rs. 4,00,00,000 as on 31.3.2020 advanced by M/S. Chemicarb Private Limited(Non-Promoter) to the Company by appropriating towards the utilisation proceeds for subscription of 2352941 equity shares out of the aggregate issue of the 1,23,52,941 equity shares of face value of Re. 10/- each ("Equity Shares"), fully paid up, for cash, at a price 17/- per share (including premium of Rs. 7/-) proposed by the company."

"RESLOVED FURTHER THAT the members be and approved the allotment of 1,23,52,941 equity shares of face value of Re. 10/- each ("Equity Shares"), fully paid up, for cash, at a price 17/- per share (including premium of Rs. 7/-) to the following allottees:

A. ISSUE OF 12352941 EQUITY SHARES:

Sr. No	Name	Proposed Shares	At Price	Total Amount
1	Satyatej Vyapaar Private Limited	4117650	17	70000050
2	Rover Finance Limited	588240	17	10000080
3	Creative Tradelink Private Limited	1176470	17	19999990
4	Tribhuvan Pharmaceuticals Private Limited	970588	17	16499996
5	Kirti Cosmetics Private Limited	1647058	17	27999986
6	Somnath General Suppliers Private Limited	762344	17	12959848

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7	Chemicarb Private Limited*	2352941	17	39999997
8	Asmita Subhash Sarphale	147060	17	2500020
9	Nitin Oza	176470	17	2999990
10	Manas Ranjan Palo	147060	17	2500020
11	Sachin Shankar Shivgan	60000	17	1020000
12	Ira Mishra	60000	17	1020000
13	Lokanath S Mishra	147060	17	2500020
	Total	12352941		

* Conversion of Loan

“RESOLVED FURTHER THAT the issue of shares, mentioned as above are subject to following terms and conditions;

A) Pursuant to regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

1. The 1,23,52,941 equity shares allotted on preferential basis to non-promoter, shall be locked in up to a period of 1 year from the date the of trading permission or as directed by the SE;
2. the equity shares to be allotted aggregating to 1,23,52,941 equity shares of face value of Re. 10/- each (“Equity Shares”), fully paid up, for cash, at a price 17/- per share (including premium of Rs. 7/-) each, pursuant to the aforesaid preferential allotment in one or multiple tranches, shall rank pari-passu in all respects including as to dividend, bonus and other corporate actions with the existing fully paid up equity shares of face value of Re. 10/- each of the Company;
3. Subject to regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Board or the share allotment committee constituted thereunder shall allot not more than 1,23,52,941 equity share of face value Rs. 10/- each at a issue price of Rs.17/- each (including premium of Rs. 7) and post allotment the paid up capital of the company will not exceed 22362841/- equity shares of face value of Rs.10/- each ;
4. the Equity Shares shall be issued and allotted by the Company to the person mentioned herein above shall be in dematerialized form and within a period of 15 days from the date of passing of this resolution or in receipt of the in-principle approval from the Stock Exchanges or any other statutory permission, whichever is later , and provided further that where the issue and allotment of the said Equity Shares be pending on account of pendency of any approval for such issue and allotment by any regulatory authority, Stock Exchange or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval; AND
5. Any Loan (Loan Includes Prior Loan) outstanding in the Books of the company as on 31.3.2020 from M/.s. Chemicarb Private Limited the Non Promoter Acquirer(s) shall be adjusted towards the subscription amount of 1,23,52,941 equity shares of Rs.10/- each proposed to be allotted to the Non-promoter group, which shall be treated as part / full payment of the initial/ final subscription amount and balance amount, if any, to be paid before the date of allotment of shares.”

“RESOLVED FURTHER THAT subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, the Board or the Committee

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constituted thereunder be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investors, as may deem expedient.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the FIPB, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit , without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

AND RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

Date : 03.02.2021

Place : Chennai

By Order of the Board of Directors
For Telesys Info-Infra (I) Limited

Sd/-

Rajendhiran Jayaram

Director

Din: 01784664

NOTES:

1. The explanatory Statement pursuant to Section 102 of the Companies Act, relating to item No.1, 2 and 3 is annexed hereto.
2. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 39/2020 dated December 31, 2020 in relation to 'Clarification on passing ordinary and special resolution by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as 'MCA 441 Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – COVID-19

pandemic' ('SEBI Circular') permitted the holding of the EGM through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA

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Circulars & SEBI Circular, the EGM of the Company is being held through VC/OAVM on Friday March 12, 2021 at 12.00 noon. The deemed venue for the EGM will be at NO. 5, Damodaran Street Kellys, Kilpauk Chennai Chennai TN 600010

3. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of EGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Tuesday, March 09, 2021 at 9.00 AM IST and ends on Thursday, March 11, 2021 at 5.00 PM IST. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., 05.03.2021
6. Any person who is not a member post cut-off date should treat this notice for information purposes only.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.
8. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., 05.03.2021, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) cameo@cameoindia.com . However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
9. The Register of Members and the Share Transfer books of the Company will remain closed from March 10, 2021 to March 12, 2021 [both days inclusive] for the purpose of Extra Ordinary General Meeting.
10. CS Amarendra Mohapatra, Practising Company Secretary (Membership No. FCS 26257 CP No. 14901) from M/s Amarendra Mohapatra & Associates has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
11. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
12. The Results shall be declared after the EGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website viz. www.telesysinfo.in and on the website of CDSL within 2

(Two) working days of passing of the resolutions at the EGM of the Company and the same will also be communicated to the Stock Exchanges.

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13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice along with the Explanatory Statement will also be available on the Company's website www.telesysinfo.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com>. The Company will also be publishing an advertisement in newspaper containing the details about the EGM i.e. the conduct of EGM through VC/ OAVM, date and time of EGM, availability of notice of EGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
15. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
17. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") along with details pursuant to Securities and Exchange Board of India ("SEBI") Regulations and other applicable laws are annexed hereto, which sets out details relating to Special Business at the meeting, is annexed hereto.
18. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of EGM by the members based on the request being sent on telesys1992@yahoo.com.
19. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
20. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
22. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.

Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their

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addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

Voting through Electronic Means:

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing agreement (including any statutory modification or re-enactment thereof for the time being in force).

Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e-voting services provided by CDSL. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 09th March, 2021 at 9:00 a.m.(IST) and end on March , 11th March, 2021 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 05.03.2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Now to cast your vote: Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

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	<p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / Folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "Telesys Info-Infra (I) Limited" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

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(formerly known as Telesys Software Limited)

CIN: L70200TN1992PLC023621

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Email: telesys1992@yahoo.com website: www.telesysinfo.in

Phone:044-26604547

-
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and evoting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- (xxi) The Company has appointed CS Amarendra Mohapatra, Practising Company Secretary (Membership No. FCS 26257 CP No. 14901) from M/s Amarendra Mohapatra & Associates, as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- (xxii) A copy of this notice has been placed on the website of the Company and the website of CDSL.
- (xxiii) In case of Members who are entitled to vote but have not electronic means, the Chairman of the Company will order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.

(a) THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON EGM ARE AS UNDER:

1. Members may follow the same procedure for e-Voting during the EGM as mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The Helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the EGM shall be the same persons mentioned for remote e-Voting and reproduced hereunder for convenience:

Members who need assistance before or during the EGM can contact CDSL on helpdesk.evoting@cdslindia.com / 1800225533 or contact Mr. Rakesh Dalvi (022-23058542) – CDSL or

Mr. Nitin Kunder (022-23058738) AND Manish Shah on 9324659811 at support@purvashare.com the VC / OAVM provider

(b) INSTRUCTIONS FOR MEMBERS FOR ATTENDING EGM THROUGH VC/OAVM ARE AS UNDER:

- i. Members who have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through the e-voting system during the EGM by clicking the link, www.evotingindia.com provided by CDSL.

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- II. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the EGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address sanmitinfra@gmail.com at least 48 hours in advance before the start of the meeting . Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- III. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at Telesys Info-Infra (I) Limited on or before, 5.00 p.m. (IST), 05.03.2021. Those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- IV. Facility of joining the EGM through VC/ OAVM shall open 30 minutes before the time scheduled for the EGM for the members to join. The Shareholders can join the EGM in the VC/ OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the necessary procedure mentioned in the Notice of this EGM.
- V. Members can participate in the EGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.
- VI. Members will be able to attend the EGM through VC/OAVM Facility through the CDSL e-Voting system at <https://www.evotingindia.com> under shareholders login by using the remote e-Voting credentials and selecting the EVEN for the Company's EGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice of the EGM to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of CDSL.
- VII. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- VIII. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

-Registration of Email IDs for shareholders holding Physical/Demat Shares:

The Members of the Company holding Equity Shares of the Company in physical/Demat Form and who have not registered their e-mail addresses may get their e-mail addresses registered with M/s Cameo Corporate Services Limited, "Subramanian Building", No.1, Club House Road, Chennai – 600 002

- For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

M/s Cameo Corporate Services Limited,

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"Subramanian Building",
No.1, Club House Road, Chennai – 600 002

By Order of the Board of Directors
For Telesys Info-Infra (I) Limited
Sd/-

Rajendhiran Jayaram
Director
Din: 01784664

Date : 03.02.2021
Place : Chennai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") AND SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR REGULATIONS"), AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 01 Enlargement of the Main Object of the Company.

In Order to diversify the Business of the Company Your Directors have been considering various proposals for diversifying the company's activities into other activities like broking, to act as Broker and to run business of millers, manufacturing in all kind of agro commodities such as grains, pulses, sugar and its bye products, vegetable oil etc.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. This will also enlarge the area of operations of the company.

The Board recommends passing of this resolution set out at Item No. 1 as Special Resolution

None of the Directors/KMP or their relatives are concerned or interested in the said resolution.

Item No. 2 Conversion of Loans/Advances Received From M/s. Chemicarb Private Limited (Non-Promoter), Into Equity Shares

The Company, from time to time obtained loans and advances from M/S. Chemicarb Private Limited(Non-Promoter). As on 31.03.2020 upto Rs. 4,00,00,000 Crore is outstanding and the company deployed the loans/advances received from M/S. Chemicarb Private Limited(Non-Promoter) towards, working capital requirements, general Corporate purpose and other creditors requirements, without any interest. The Board assured him that when there will be any expansion of capital, that time he will be given an option to subscribe the capital of the company and his outstanding's including any of the Non promoter Group will be adjusted against the subscription amount.

The Board at their meeting held on 03.02.2021 decided to consider conversion of Loans/advances of M/S. Chemicarb Private Limited(Non-Promoter).

None of the Directors/KMP or their relatives are concerned or interested in the said resolution.

The Statutory Auditor M/s. Parthasarathy, Sankaran & Associates, confirmed that as on 31.03.2020, the Company has accepted Loan of Rs. 4 Crore approximately from M/S. Chemicarb Private Limited (Non-Promoter). A certificate from the Statutory Auditor will be available for inspection at the registered office of the company during the business hours till the date of the meeting between 11 a.m. to 1 p.m and the copy of the same made available to any member free of cost.

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Extracts of the Board Resolution which includes the Term & Conditions of the Conversion of the Loan and advances of the Non promoter group into equity shares will be available for inspection at the registered office of the company during the business hours till the date of the meeting between 11 a.m. to 1 p.m and the copy of the same made available to any member free of cost.

The salient features of the Loan and advances of the M/S. Chemicarb Private Limited (Non-Promoter) now liable to be used for the purpose of this issues as under:

	Loan of M/S. Chemicarb Private Limited(Non-Promoter)	Descriptions
1	As on 31st March 2020 the Loan and Advances taken/ availed by the Company	Rs. 4,00,00,000
2	This loan and advances may be used for future allotment of any shares/Convertible warrants	Upto 31.3.2020 or may be repaid before 31.03.2022 that with an Interest @ 12% P.A.
3	Interest on the Above Loan	In case of Allotment of shares upto 31.3.2021 interest is NIL. There after @ 12% P.A.
4	Utilisation of the Loan and Advances	The Loan was taken by the company on various occasions to meet with the working capital requirements, general Corporate purpose and other creditors requirements, without any interest.

The Board recommends passing of this resolution set out at Item No. 2 as Special Resolution.

Item no. 3 Preferential Issue And Allotment Of 1,23,52,941 Equity Shares Of Face Value Of Rs 10/- Each To Non-Promoter(S) And Conversion Of Loan Of The Non Promoter Into Equity Shares.

As members are aware that the company needs fund for expanding the business and to meet its day to day requirement in the normal course of Business. The Board of Directors in their meeting held on February 03, 2021 decided to come up with a Preferential issue for raising the funds by way of issuing shares.

Further the members are also aware that the company had taken loan Non Promoter M/s Chemicarb Private Limited to meet its working requirements.

As on 31.03.2020 M/s Chemicarb Private Limited non-promoter of the Company had given loan to the company amounting to Rs. upto 4 Crore approximately.

In consultation with the Board and to going forward, M/s Chemicarb Private Limited agreed to convert the outstanding Loan of Rs. upto 4 Crore as on 31.03.2020 into equity capital of the Company. Hence, this loan and advances shall be used towards subscription amount of any future issue of capital of the company of the said promoter.

The Company as on 31.03.2020 has accepted loan of Rs. 4 Crore approximately to meet with its various requirements of short term requirements, tax obligations, settlement dues, working capital , Bank Guarantee , Bank Loan EMI/Obligations and general Corporate purposes;

The Board also clarified that part/full of the Outstanding Loans can also be used as initial subscription contribution or there after towards subscription of the shares which may be required as per chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

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The Statutory Auditor M/s. Parthasarathy, Sankaran & Associates, Chartered Accountants (FRN AA0-6672) confirmed that as on 31.03.2020 the company has accepted Rs. 4 Crore approximately as Loan from M/s Chemicarb Private Limited non-promoter of the Company. A certificate from the Statutory Auditor of the in this regard attached for your consideration.

Board at their meeting held on 03.02.2021 considered the proposal of Conversion of Loan of the M/s Chemicarb Private Limited, non- promoter of the Company into Equity Shares and feels it as the best option to allow him to subscribe the shares against a value of Rs.4 Crore.

Your company is proposing to offer and issue upto 1,23,52,941 equity shares of face value of Rs. 10/-each and at a subscription price of 17/- each of the company in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 to non -promoter.

The proposed Non Promoters Allottees have been giving the company from time to time loans and advances without interest. The Allottees have requested the Board to consider the loans and advances already given to give in future to adjust against any issue of equity shares and balance with cash.

This proposed allotment will help the company to improve its debt -equity ratio and compliances under the companies act, 2013. By this conversion and issue of new shares, the wealth of the Share holders and other stake holders will increase.

As per Regulation 161 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the relevant date is 10th February 2021.

The Company confirms the compliance of regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

- a. all the equity shares allotted by way of preferential issue (except the shares issued by way of conversion of loan) shall be made fully paid up at the time of the allotment;
- b. the Proposed resolution to be passed as a special resolution ;
- c. all equity shares held by the proposed allottees in the issuer are in dematerialised form;

As on date the acquirer /allottee has the following pre-holdings.

Sr. No	Name	No of shares	Lock In details
1	Asmita Subhash Sarphale	10	19.02.2021 to 31.12.2021
2	Nitin Oza	10	19.02.2021 to 31.12.2021

- d. The Company further confirms that even after this allotment the Company is in compliance with rule Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE).;
- e. the company has obtained the Permanent Account Number and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts.

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- f. The Company has obtained a declaration from the proposed allottees that he has not sold any shares during the six months preceding the relevant date and also not wilful defaulters or their any prohibition to subscribe the shares

The details of the issue and other particulars as required in terms of SEBI (ICDR) Regulations, 2009 and other provisions of applicable law in relation are given as under:

i. The Objects of the issue through preferential issue:

- To enlarge its core businesses and to meet with that requirements mainly needs short term requirements, tax obligations,
- For settlement of dues, working capital , Bank Guarantee ;
- To return of Loan and advances to the lenders and/or general Corporate purposes
- Invest in technology, human resources and other infrastructure or working capital to support the Businesses of the Company and
- To Invest in the New Projects;

ii. maximum number of specified securities to be issued

The maximum number of securities to be issued by the Company is 1,23,52,941

The resolution set out in the accompanying notice authorizes the Board to issue to the allottee up to 1,23,52,941 Equity shares of face value of Re. 10/- each, in such manner and on such price, terms and conditions as may be determined by the Board or the committee framed thereunder, in accordance with the provisions of Chapter VII of the Regulations.

The Allotment will be carried in one or more tranches.

The Company has not made any preferential issue of securities during the current year.

The Company or any of its Promoters or Directors is/are now not a willful defaulter. The Acquirer/ proposed allottee are also not a willful defaulter. None of the allottees are prohibited to participate in this issue or willful defaulter.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

iii. Intent Of The Promoters, Directors Or Key Managerial Personnel Of The Issuer To Subscribe To The Offer

The preferential issue of shares is being made to the Specified Allottees who are not the Promoters, Directors or KMP of the Company and do not form part of the Promoter Group of the Company.

The Promoters and/or the members of the Promoter Group of the Company and the Directors/Key Management Personnel of the Company do not intend to subscribe to the issue of such Preferential issue.

No issue of equity shares is proposed to any Promoters or persons belonging to the Promoter Group or to any Key Managerial Person or any Director of the Company.

The name, Address, Category and PAN no of the allottees are :

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Sr. No	Name	Category	PAN	Address
1	Satyatej Vyapaar Private Limited	Non-Promoter	AAECS4706J	ALOKA HOUSE, 1ST FLOOR, 6B, BENTINCK STREET KOLKATA WB 700001
2	Rover Finance Limited	Non-Promoter	AABCR4489A	129-B,ANSA INDUSTRIAL ESTATE ,SAKI VIHAR ROAD , SAKINAKA,ANDHERI(E) MUMBAI 400072 MH
3	Creative Tradelink Private Limited	Non-Promoter	AAECC7087L	90, GANPATI NIWAS, 4TH FLOOR, OLD HANUMAN LANE, KALBADEVI ROAD MUMBAI MH 400002
4	Tribhuvan Pharmaceuticals Private Limited	Non-Promoter	AAECT3462A	LAXMI NIWAS KHOJA GATE ROAD BUNDI RAJASTHAN Bundi RJ 323001
5	Kirti Cosmetics Private Limited	Non-Promoter	AAECK5941R	G - 8, R S Ashiyana Basera, Khel Ghav Agra Agra UP 282003
6	Somnath General Suppliers Private Limited	Non-Promoter	AAOCS6233Q	Flat no. 507, Trimurti CSH Jaihind CHS LTD., Gulab Nagar, Khar Danda SRA Sceme, Near Hanuman Marg, Mumbai City MH 400052
7	Chemcarb Private Limited*	Non-Promoter	AAECC4722C	779, 36th A Cross, 22nd Main Road, 4th T Block, Jayanagar, Bangalore Bangalore KA 560041
8	Asmita Subhash Sarphale	Non-Promoter	ASBPK7712Q	A/101, Chandresh Lake CHS LTD Shirdi Nagar, Gala Nagar Nallasopara East – Palghar Maharashtra 401209
9	Nitin Oza	Non-Promoter	AAAPO0470E	201, 2nd Floor, Paradise, Apartment, Junction of 7th And 4th Road,Above Apollo Chemist Go libar Sant Mumbai 400055
10	Manas Ranjan Palo	Non-Promoter	AHYPP4435B	Flat No. 304, Rucha Apts, Plot No. D-11,Sec-20D, Airoli, Navi Mumbai 400708 Flat No. 304, Rucha Apts, Plot No. D-11,Sec-20D, Airoli, Navi Mumbai 400708
11	Sachin Shankar Shivgan	Non-Promoter	BMEPS57546E	Room No. 6, Gauri Shankar Chawal, Gaurishankar Wadi, V. P. Road, Dombivali East - 421201

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12	Ira Mishra	Non-Promoter	DDGPM0606E	1204, T 6 EMERALD ISLE SAKI VIHAR ROAD POWAI MUMBAI - 400072
13	Lokanath S Mishra	Non-Promoter	AICPM3101E	3A 104, EDEN ROSE, BEVERELY PARK, KANAKIA MIRA ROAD THANE - 401107

*conversion of Loan

iv. shareholding pattern of the issuer before and after the preferential issue;

The pre-shareholdings of promoter remain Nil and of non-promoter is 100% and the post subscription of shares , the post shareholdings will be consists of 22362841 equity shares of face value of Rs.10/- each, respectively.

Sl. No.	Category	Pre-holding Share Holdings		Post-holding Share Holdings	
		Number	%	Number	%
(A)	PROMOTERS -				
1.1	(a) Individuals	0	0	0	0
1.2	(b) Body Corporate	0	0	0	0
	Total (A)	0	0	0	0
(B)	PUBLIC				
2.1	FI/FIII				
2.2	Banks	100	0.0	100	0.00
2.3	Individuals	9356191	93.47	9356191	41.83
	Asmita Subhash Sarphale	10	0.0	147070	0.66
	Nitin Oza	10	0.0	176480	0.79
	MANAS RANJAN PALO	0	0	147060	0.66
	SACHIN SHANKAR SHIVGAN	0	0.0	60000	0.27
	Ira Mishra	0	0	60000	0.27
	Lokanath S Mishra	0	0.0	147060	0.66
2.4	HUF	259954	2.60	259954	1.16
2.5	Body Corporates	384009	3.84	384009	1.72
	Satyatej Vyapaar Private Limited	0	0	4117650	18.41
	Rover Finance Limited	0	0	588240	2.630
	Creative Tradelink Private Limited	0	0	1176470	5.26
	Tribhuvan Pharmaceuticals Private Limited	0	0	970588	4.34

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	Kirti Cosmetics Private Limited	0	0	1647058	7.37
	Somnath General Suppliers Private Limited	0	0	762344	3.41
	Chemicarb Private Limited	0	0	2352941	10.52
2.6	Clearing Members	900	0.1	900	0.00
2.7	NRI	8726	0.08	8726	0.04
	Total (B)	10009900	100	22362841	100
	Grand Total (A+B) =C	10009900	100	22362841	100

v. time frame within which the preferential issue shall be completed

Within 15 days from the date of passing this resolution or receipt of the In-principle approval from the Stock Exchange whichever is later.

The issue of the Equity shares will not result/ change in the Management or control of the Company. As per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this increase of the holding will not result into any open offer

vi. Undertaking

The Company hereby undertakes that:

- It would re-compute the price of the Shares specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

vii. Pricing:

The issue price of Rs.17/- Per share of face value of Rs.10/- each and is in accordance with regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the Relevant Date is 10.02.2021. The Valuation is Rs. 17 as per regulation 165 of the ICDR Regulation, 2018. Presently the shares of the company fall into the infrequently traded category. The price of the shares to be issued wherever required shall be re-computed/adjusted in accordance with the above said regulation

viii. Auditor's certificate:

A certificate as required under 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, certifying that the proposed issues is in accordance with the Chapter V of SEBI (ICDR) Regulations has been obtained from the Auditors of the company and the same will be available for inspection at the registered office of the company during the business hours till the date of the meeting between 11 a.m. to 1 p.m and the copy of the same made available to any member free of cost.

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Also, the Statutory Auditor's certificate, as required under Regulation 163(2) & pricing Certificate as per Regulation 165 of the ICDR Regulations, 2018 will be made available for inspection at the Registered Office of the Company between 10 a.m. and 1 p.m. on all working days (excluding Saturday and Sunday) up to the date of the meeting.

ix. Lock in:

The Equity shares to be allotted on preferential basis shall be subject to lock-in as per regulation 167(2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with the listing obligations/Listing agreement with the Stock Exchanges.

The equity shares allotted on preferential basis to promoters are Subject to the Lock in requirements of 20% Cap, the shares allotted to non promoter group shall be locked in for a period of 1 years from the date of their allotment/trading permission, whichever is later.

Further, the pre preferential holding of the allottee will also be under lock-in in terms of Regulation 167(6) of SEBI (ICDR) Regulations. The entire pre-holding of the Allottee will be locked in from relevant date for a period of six months.

If the amount payable on account of the computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked – in till the time such amount is paid by the allottees.

x. Relevant Date:

The Relevant Date for the purpose of determining the pricing of shares in accordance with SEBI (ICDR) Regulations, 2018 is February 10, 2021, being the date that is 30 days prior to the date of the ensuing Extra - Ordinary General Meeting.

xi. Ultimate beneficiaries :

identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue

Name of the Corporate Allottee	Ultimate beneficiaries	Address	PAN
Satyatej Vyapaar Private Limited CIN U51109WB1993PTC061116	B Satish Kumar	Flat No NF 1, Lavkusha Residency Road, No-02 besides L V Prasad Eye Institute Banjara Hills Hyderabad -500034	AEDPB5857N
Rover Finance Limited CIN: U65999MH1993PLC304765	Ramesh Chandra Mishra	1204, T6 Emerald Isle, Sakivihar Road. L and T Gate No.06, Powai Mumbai-400072	ACPPM8652F
Creative Tradelink Private Limited CIN U51900MH2012PTC226030	Ashish Maity	75/1, Dakshin Baksara Road, Jogachha, Howrah - 711306	AVSPM8596Q
	Kamal Nandy	1A, Banarashi Ghosh Lane, 2 ND Lane, Kolkata	AHBPN7704N
	Lalit Kumar Soni	10/A/1, RBC, Rishra M Rishra, Hooghly - 712248	ARXPS9920M
Tribhuvan Pharmaceuticals Private Limited CIN: U85110RJ2012PTC038353	Rakesh Agarwal	15G, Nimtalla Lane, Near Gyan Bharti, Beadon Street, Kolkata - 700 006	ARKPA4968J

TELESYS INFO-INFRA (I) LIMITED

(formerly known as Telesys Software Limited)

CIN: L70200TN1992PLC023621

Add: NO. 5, Damodaran Street Kellys, Kilpauk Chennai Chennai TN 600010

Email: telesys1992@yahoo.com website: www.telesysinfo.in

Phone:044-26604547

	Raju Paswan	58/2/5, DR. P.T. Laha Street, Rishra, Hooghly - 712248	AQCPP5976G
Kirti Cosmetics Private Limited CIN: U24233UP2011PTC047504	Binod Kahar	39/3, B.L. NO. 19C, Jagaddal Bagan, North 24 Paraganas - 743125	DBWPK4535G
	Biki Rana	1/2A, P.C.B. Street, Bowbazar, Kolkata - 700 012	BXQPR4384C
	Kusheshwar Yadav	26, Chitpore Bridge, Approach Road, Kolkata - 700 003	AERP3280R
Somnath General Suppliers Private Limited CIN U51909MH2010PTC203791	Sunil Mandal	39, B.L. NO. 19C, Jagaddal, 17, Jagaddal, North 24 Paraganas - 743125	CEPPM7135F
	Santosh Tibrewal	47, Nayapatty Road, Sudip Appartment, 2 ND Floor, Kolkata - 700012	APJPT9378J
Chemicarb Private Limited CIN U74999KA1983PTC005447	Arunachalam Arumugham	No. 121, Udami Layout, Cambridge Road Ulsoor Bangalore-560008	AAIPA9727A

Name	SBO	Category	Pre-Issue Holding & (%)	*No of equity shares to be allotted	Issue Price of equity shares (Rs.)	Post-issue holding	% Post-issue holding
Satyatej Vyapaar Private Limited	B Satish Kumar	Non Promoter	0	4117650	17	4117650	18.41
Rover Finance Limited	Ramesh Chandra Mishra	Non Promoter	0	588240	17	588240	2.63
Creative Tradelink Private Limited	Ashish Maity, Kamal Nandy and Lalit Kumar Soni	Non Promoter	0	1176470	17	1176470	5.26
Tribhuvan Pharmaceuticals Private Limited	Rakesh Agarwal and Raju Paswan	Non Promoter	0	970588	17	970588	4.34
Kirti Cosmetics Private Limited	Binod Kahar, Biki Rana and Kusheshwar Yadav	Non Promoter	0	1647058	17	1647058	7.37
Somnath General Suppliers Private Limited	Sunil Mandal and Santosh Tibrewal	Non Promoter	0	762344	17	762344	3.41
Chemicarb Private Limited	Arunachalam Arumugham	Non Promoter	0	2352941	17	2352941	10.52
Asmita Subhash Sarphale	Asmita Subhash Sarphale	Non Promoter	10	147060	17	147070	0.66
Nitin Oza	Nitin Oza	Non Promoter	10	176470	17	176480	0.79
Manas Ranjan	Manas	Non	0	147060	17	147060	0.66

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Palo	Ranjan Palo	Promoter					
Sachin Shankar Shivgan	Sachin Shankar Shivgan	Non Promoter	0	60000	17	60000	0.27
Ira Mishra	Ira Mishra	Non Promoter	0	60000	17	60000	0.27
Lokanath S Mishra	Lokanath S Mishra	Non Promoter	0	147060	17	147060	0.66

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 42, 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter VII of the ICDR Regulations, 2018 which includes the conversion of loan into equity.

The Board of Directors believes that the proposed preferential issue and allotment of Equity Shares is in the best interest of the Company and its members.

The Board of Directors recommends the resolution for your approval. The Promoter(s) and promoter designate Director of the Company are interested in the resolution to the extent of their shareholding.

Date : 03.02.2021

Place : Chennai

By Order of the Board of Directors
For Telesys Info-Infra (I) Limited

Sd/-

Rajendhiran Jayaram

Director

Din: 01784664