



# TELESYS INFO - INFRA (I) LIMITED

(Formerly known as Telesys Software Ltd.)

CIN : L70200TN1992PLC023621

GSTIN: 33AABCT1582G2ZJ

6<sup>th</sup> September, 2019

To  
The Manager,  
Department of Corporate Relations,  
BSE Limited,  
17<sup>th</sup> Floor, P. J. Towers,  
Dalal Street, Mumbai - 400 001.

**Subject: Submission of Annual Report for the financial year 2018-2019**

**BSE Code: 532315**

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we enclosed herewith please find the Annual Report of the Company for the financial year 2018-2019, as per the provisions of the Companies Act, 2013 at the 27<sup>th</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2019.

Please acknowledge and take on record the same.

Thank you,

For Telesys Info-Infra (I) Limited

  
Rajendhiran Jayaram  
Director  
DIN-01784664



**TELESYS INFO-INFRA (I) LIMITED**  
**(Formerly known as Telesys Software Limited)**  
**27<sup>th</sup> ANNUAL REPORT**  
**2018-19**

# INDEX

<b>Company Snapshot</b>	<b>3</b>
.....	
<b>Notice</b>	<b>4</b>
.....	
<b>Director’s Report</b>	<b>14</b>
.....	
<b>Annexure to Director’s Report</b>	<b>19</b>
.....	
<b>Auditors Report</b>	<b>55</b>
.....	
<b>Financials</b>	<b>63</b>
.....	
<b>Proxy Form</b>	<b>75</b>
.....	
<b>Attendance Slip</b>	<b>77</b>
.....	

**TELESYS INFO INFRA (I) LIMITED**

**BOARD OF DIRECTORS DURING THE YEAR:**

SR.No	NAME OF DIRECTOR	CATEGORY	DESIGNATION
1	Shri. Y. Sathyakumar	Director	Whole time Director
2	Shri. Heerachand Jain	Director	Director
3	Shri. Rajendhiran Jayaram	Director	Director
4	Shri.Thavachithan Vaithyalingam Palaniswamy*	Non Executive , Independent Director	Independent Director
5	Smt. Rajendhiran Eswari Angali**	Non Executive, Independent Director	Independent Director
6	Shri. Murali Chengalvarayan***	Non Executive , Independent Director	Independent Director
7	Shri. Durga Devi Jaikumar****	Non Executive , Independent Director	Independent Director
8	Mr. Vinod Kumar Singhi	Chief Financial Officer(CFO)	CFO
9	Ms. Priyanka Kumawat	Company Secretary	Company Secretary

\* Shri. Thavachithan Vaithyalingam Palaniswamy\* has resigned from the board w.e.f 23<sup>rd</sup> April,2019.

\*\* Smt. Rajendhiran Eswari Angali\*\* has resigned from the board w.e.f 29<sup>th</sup> August,2019.

\*\*\*Appointed with effect from 1<sup>st</sup> august,2019. \*\*\*\*Appointed with effect from 1<sup>st</sup> august,2019.

<b>Auditors</b>	Parthasarathy Sankaran & Associates, Chartered Accountants, 5/31, East Abhiramapuram, Second Street, Mylapore, Chennai – 600004
<b>Bankers</b>	1. Karur Vysya Bank, 51, Gangadeeshwar Koil St, Purasaiwakkam, Chennai, 6000842. 2. Tamilnadu Mercantile Bank Mount Road Branch Chennai -600 002.
<b>Registered Office</b>	Telesys Info-Infra (India) Limited, NO. 5, Damodaran Street Kellys, Kilpauk Chennai - 600010
<b>Company Secretary</b>	Ms.Priyanka Kumawat
<b>Chief Financial Officer</b>	Mr. Vinod Kumar Maganmal Hajarimal Singhi
<b>Share Transfer Agents</b>	Cameo Corporate Services Limited, #1, Subramaniam Building, Club House Road, Mount Road, Chennai – 600 002. Ph.: (044) 28460390 (5 lines) Fax: (044) 28460129

## NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the members of Telesys Info-Infra (I) Limited formerly known as (Telesys Software Limited) will be held on Monday 30<sup>th</sup> day of September, 2019 at 09.30 a.m at Murugan Thirumana Maligai, No.136/48, S.R.P.Koil Street, Agaram, Chennai — 600 082 to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Statement of the Company for the financial year ended 31<sup>st</sup> March, 2019, the Reports of the Board of Directors and Auditors thereon;
2. To appoint a director in place Sri Rajendhiran Jayaram - Director, [ DIN: 01784664], who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **Regularization of Appointment of Mr. Murali Chengalvarayan (DIN: 085101531) as a Non-Executive Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of section 149,152 read with Schedule IV ,read with companies (Appointment and Qualification of Directors) Rules,2014, and other applicable provisions, sections, rules of the companies Act, 2013 and Regulation 16 (b) & 19 (4) read with part D of Schedule II of the SEBI(LODR) Regulations ,2015 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Murali Chengalvarayan (DIN NO: 08510153) who was appointed as an Additional Director(In the capacity of a Non-Executive Independent Director) of the Company by the Board of Directors at its meeting held on 1<sup>st</sup> August 2019 pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting and notice has been received for his candidature for the office of director by a member as per Section 160 of the Companies Act,2013 and has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act ,be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 1<sup>st</sup> August ,2019 to 31<sup>st</sup> July 2024, whose period of office will not be liable to determination retirement of Directors by rotation.”

**“AND RESOLVED FURTHER THAT** the Board be and is hereby authorized Mr. Heerachand Surana (DIN- 01319086) and Mr. Rajendhiran Jayaram (DIN – 01784664) Director of the company Director of the company in consultation with the Audit Committee to finalize and approve necessary execution of documents, NOC approvals and security documents as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, proper or

expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

**4. Regularization of Appointment of Smt. Durga Devi Jaikumar (DIN: 08510443) as a Non-Executive Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of section 149,152 read with Schedule IV ,read with companies (Appointment and Qualification of Directors) Rules,2014, and other applicable provisions, sections, rules of the companies Act, 2013 Regulation 16 (b) & 19 (4) read with part D of Schedule II of the SEBI(LODR) Regulations ,2015 (including any statutory modifications or re-enactment thereof for the time being in force), Smt. Durga Devi Jaikumar (DIN: 08510443) who was appointed as an Additional Director(In the capacity of a Non-Executive Independent Director) of the Company by the Board of Directors at its meeting held on 1<sup>st</sup> August 2019. Pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting and notice has been received for her candidature for the office of director by a member as per Section 160 of the Companies Act,2013 and has submitted a declaration that She meets the criteria for independence as provided in section 149(6) of the Act ,be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 1<sup>st</sup> August,2019 to 31<sup>st</sup> July 2024 ,whose period of office will not be liable to determination retirement of Directors by rotation.”

**“AND RESOLVED FURTHER THAT** the Board be and is hereby authorized Mr. Heerachand Surana (DIN- 01319086) and Mr. Rajendhiran Jayaram (DIN – 01784664) Director of the company Director of the company in consultation with the Audit Committee to finalize and approve necessary execution of documents, NOC approvals and security documents as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

**5. TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION (S): TO CONSIDER THE CONVERSION OF LOANS/ADVANCES RECEIVED FROM M/S. CHEMIECARB 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 ASPECIAL 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 31.3.2019 of M/S. Chemiecarb Private Limited(Non-Promoter) towards any future subscription of any securities which includes equity and convertible warrants into shares (both equity /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 M/S. Chemiecarb Private Limited (Non-Promoter), 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. Upto 4,00,00,000 as on 31.3.2019 by M/S. Chemiecarb 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."

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

Sd/-

Rajendhiran Jayaram  
Director  
Din: 01784664

Date : 29-08-2019  
Place : Chennai

## **NOTES:**

1. ***A MEMBER OF THE COMPANY, WHO IS ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.***
2. Instrument of proxy, in order to be effective, must be received at the company's registered office not less than forty-eight hours before the time fixed for holding the annual general meeting. A form of proxy is enclosed.
3. The explanatory Statement pursuant to Section 102 of the Companies Act, relating to item No. 3, 4 & 5 is annexed hereto.
4. The Register of Members and the Share Transfer books of the Company will remain closed from 24.09.2019 to 30.09.2019 [both days inclusive] for the purpose of Annual General Meeting.
5. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the AGM through electronic mode. Electronic copy of the Annual Report including Notice of the 27<sup>th</sup> AGM of the Company, inter alia, indicating the Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same. For members who have not registered their email address, physical copies of the annual report are being sent in the permitted mode.
6. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with the DP at the earliest, to enable the Company to use the same for serving documents electronically. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the RTA. The Annual Report is available on the Company's website [www.telesys.co.in](http://www.telesys.co.in)

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

### **ITEM NO.3**

Mr. Murali Chengalvarayan (DIN NO: 08510153), on the recommendation of the Nomination and Remuneration Committee was appointed as an additional Director in the Capacity of a Non-executive Independent Director with effect from 1<sup>st</sup> august, 2019 by the board of directors and section 149(6), 161 and schedule IV of the Companies Act, 2013, Regulation 16 (b) & 19 (4) read with part D of Schedule II of the SEBI (LODR) Regulations, 2015.

As per section 161 of the Act, Mr. Murali Chengalvarayan (DIN NO: 08510153) holds office upto the date of the ensuing AGM on 30<sup>th</sup> September, 2019 and notice has been received for his candidature for the office of director by a member as per Section 160 of the Companies Act, 2013 and has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act. Mr. Murali Chengalvarayan (DIN NO: 08510153) has consented to the proposed appointment and declared qualified. Mr. Murali Chengalvarayan (DIN NO: 08510153) possesses requisite knowledge, experience



and skill for the position of Independent Director as per required criterias under the Act and rules and regulations made thereunder.

Based on the recommendation received from the Nomination and Remuneration Committee in view of his knowledge ,skills and invaluable expertise to the industry of the company ,it is proposed to appoint Mr. Murali Chengalvarayan (DIN NO: 08510153) as an Independent Non-executive Director of the Company in terms of section 149 ,read with 152 of the Companies Act,2103,he is not liable to retire by rotation. Mr. Murali Chengalvarayan (DIN NO: 08510153) ,if appointed ,will hold office for a consecutive term of 5 years commencing from 30<sup>th</sup> September,2019.

The terms and conditions of appointment of Mr. Murali Chengalvarayan (DIN NO: 08510153) as an Independent Non-executive Director is available for inspection by members at the registered office of the company on any working day during working hours.

Except Mr. Murali Chengalvarayan (DIN NO: 08510153) ,none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommend passing of this resolution set out in item no-3 of this notice.

#### **ITEM NO.4**

Smt. Durga Devi Jaikumar (DIN: 08510443), on the recommendation of the Nomination and Remuneration Committee was appointed as an additional Director in the Capacity of a Non-executive Independent Director with effect from 1<sup>st</sup> august,2019 by the board of directors and section 149(6) ,161and schedule IV of the Companies Act,2103 , Regulation 16 (b) & 19 (4) read with part D of Schedule II of the SEBI(LODR) Regulations ,2015.

As per section 161 of the Act, Smt. Durga Devi Jaikumar (DIN: 08510443) holds office upto the date of the ensuing AGM on 30<sup>th</sup> September,2019 and notice has been received for his candidature for the office of director by a member as per Section 160 of the Companies Act,2013 and has submitted a declaration that She meets the criteria for independence as provided in section 149(6) of the Act. Smt. Durga Devi Jaikumar (DIN: 08510443) has consented to the proposed appointment and declared qualified. Smt. Durga Devi Jaikumar (DIN: 08510443) possesses requisite knowledge ,experience and skill for the position of Independent Director as per required criterias under the Act and rules and regulations made thereunder.

Based on the recommendation received from the Nomination and Remuneration Committee in view of her knowledge ,skills and invaluable expertise to the industry of the company ,it is proposed to appoint Smt. Durga Devi Jaikumar (DIN: 08510443) as an Independent Non-executive Director of the Company in terms of section 149 ,read with 152 of the Companies Act,2103,she is not liable to retire by rotation. Smt. Durga Devi Jaikumar (DIN: 08510443) ,if appointed ,will hold office for a consecutive term of 5 years commencing from 30<sup>th</sup> September,2019.

The terms and conditions of appointment of Smt. Durga Devi Jaikumar (DIN: 08510443) as an Independent Non-executive Director is available for inspection by members at the registered office of the company on any working day during working hours.

Except Smt. Durga Devi Jaikumar (DIN: 08510443), none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommend passing of this resolution set out in item no-4 of this notice.

#### **ITEM NO.5**

The Company, from time to time obtained loans and advances from M/S. Chemiecarb Private Limited(Non-Promoter). As on 31.3.2019 upto Rs. 4,00,00,000 Crore is outstanding and the company deployed the loans/advances received from M/S. Chemiecarb 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 promoter Group will be adjusted against the subscription amount.

The Board at their meeting held on 29<sup>th</sup> August, 2019 decided to consider conversion of Loans/advances of M/S. Chemiecarb 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 31.03.2019 ,the Company has accepted Loan of Rs. 4 Crore approximately from M/S. Chemiecarb 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.

Extracts of the Board Resolution dated 29<sup>th</sup> August, 2019 which includes the Term & Conditions of the Conversion of the Loan and advances of the 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. Chemiecarb Private Limited(Non-Promoter) now liable to be used for the purpose of this issues as under:

<b>Sl. No.</b>	<b>Loan of M/S. Chemiecarb Private Limited(Non-Promoter)</b>	<b>Descriptions</b>
1.	As on 31 <sup>st</sup> March 2019 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 31.3.2022 or may be repaid before that with an Interest @ 12% P.A.
3.	Interest on the Above Loan	Upto 31.3.2019 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. 5 as Special Resolution.

**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:**

Pursuant to the provisions of Sections 107 and 108, read with the Companies (Management and Administration) Rules, 2014 read with notification GSR 207(E) dated 19<sup>th</sup> March 2015, the Company is pleased to offer the option of E-Voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The Members who wish to attend the Annual General Meeting can vote electronically/manually.

The facility for voting, either through electronic voting system or ballot or polling paper ' shall also be made available at the meeting and members attending the meeting who have already not cast their vote by remote e-voting shall be able to exercise their right at the meeting

Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. "Remote e-voting" means the facility of casting votes by a member using an electronic voting system from a place other than venue of a general meeting.

**The Instructions for shareholders voting electronically are as under:**

- i) Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii) Now click on "Shareholders" to cast your votes.
- iii) Now, select the Electronic Voting Sequence Number -along with "**TELESYS INFO –INFRA (I) LIMITED**" from the drop down menu and click on "SUBMIT".
- iv) Now, fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form:- a)For NSDL & CDSL :: Folio No/DP ID /Client ID. b) For Members holding shares in Physical Form:- • Folio Number registered with the Company
Password	Your PAN with Bank account number or existing password.

- v) After entering these details appropriately, click on "SUBMIT" tab.
- vi) Members holding shares in physical form will then reach directly to the voting screen.
- viii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.

ix) If you are holding shares in Demat form and have logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.

x) For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Notice.

xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.

xii) 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.

xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [inbacs@gmail.com](mailto:inbacs@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

xv) In case you have any queries or issues regarding e-voting, please contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

xvi) The e-voting period commences **on Friday, 27<sup>th</sup> September, 2019 at 9.00 a.m and closes by 5.00 p.m on Sunday, 29<sup>th</sup> September, 2019.**

7. Members are requested to produce the Attendance Slip, sent along with the Annual Report, duly signed as per the specimen signature recorded with the Company for admission to the Meeting.
8. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier verification of attendance at the Meeting.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from **24.09.2019 to 30.09.2019** (both days inclusive).
10. Members holding shares in physical form are requested to intimate immediately, changes, if any, in their registered addresses, Bank Mandate and Status, quoting their Folio Numbers, to the Share Transfer Agents of the Company, M/s Cameo Corporate Services Limited, "Subramanian Building", No.1, Club House Road, Chennai – 600 002.
11. Members holding shares in physical form, in their own interest, are advised to dematerialize the shares to avail of the benefits of electronic holding/trading.

12. Members are requested to note that any dividend which remains un-cashed for a period of seven years will get transferred to Investor Education and Protection Fund in terms of Section 205 C of the Companies Act, 1956 or Section 125 of the Companies Act, 2013.

13. GENERAL INSTRUCTION FOR E-VOTING:

- (i) The e-voting period commences on Friday, 27th September, 2019 (9.00am IST) and end on Sunday, 29th September, 2019 (5.00 p.m. IST). During this period shareholders of the company, holding share either in physical form or in dematerialized form, as on September, 24, 2019 (being cut -off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently.
- (ii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on September, 23, 2019.
- (iii) Sri. Amarendra Mohapatra, Practising Company Secretary has been appointed as the Scrutinizer to securitize the e-voting process (including the ballot form received from the shareholders) in a fair and transparent manner.
- (iv) The Scrutinizer shall count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than two days of the conclusion of the meeting , a consolidated scrutinizer's report of the votes cast in favour or against, if any, forthwith to the chairperson or a person authorized by him in writing who shall counter sing the same.
- (v) The results of the e-voting of the 27<sup>th</sup> Annual General Meeting of the Company to be held on September 30, 2019 along with the scrutinizer' s report shall be placed on the Company's website [www.telesys.co.in](http://www.telesys.co.in) and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) and simultaneously communicated to Bombay Stock Exchange Limited, where the shares of the Company are listed within 2 days of the AGM.

**ANNEXURE TO THE NOTICE**

Details of the Director seeking appointment/re-appointment in the forthcoming Annual General Meeting [Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]

DESCRPTIONS	Mr. Rajendhiran Jayaram
1.Designation	Director
2. Date of Birth	04.06.1955
3.DIN	01784664
4. Qualification(s)	BBA and PGDLA
5. Bodies Corporate (other than Telesys Info-Infra (I) Limited) in which the Appointee holds Directorships and Committee positions	1.INTEGRATED HITECH LIMITED
5.1. Directorships	
5.2. Member/Chairmanship of Board Committees	

(a) Audit Committee	Member
(b) Stakeholders	Member
Nomination	Member
(d) CSR	NA
(e) Vishakha	NA
6. Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel	NIL
7. Shareholding in the company & % of Holdings	NIL
1. Particulars of experience, attributes or skills	25 Years of experience in Finance and Accounts. PR, Negotiation

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

Date : 29-08-2019  
Place : Chennai

Sd/-  
Rajendhiran Jayaram  
Director  
Din: 01784664

## DIRECTOR'S REPORT

Your Directors are glad to present the 27<sup>th</sup> Annual Report of your company together with the Audited Accounts of the Company for the financial year ended **31<sup>st</sup> March 2019**.

### FINANCIAL HIGHLIGHTS:

(Rs.)

Particulars	31.03.2019	31.03.2018
Total Income	27,240,354	19,932,229
Expenditure	23,554,552	12,542,146
Profit / (Loss) before Depreciation and Tax	3685802	7390083
Less: Depreciation	281,352	302,313
Profit/ (Loss) Before Tax	3404450	7087770
Provision for Taxation – Current	655,016	329,870
Provision for Deferred Tax – Asset	(136,699)	(38,228)
<b>Profit/ (Loss) After Tax</b>	<b>28,86,133</b>	<b>67,96,129</b>

### OPERATIONAL REVIEW

Income of the company from operations is of Rs. 50,00,000/- .Profit before tax is Rs. 34,04,450/- as compared to Rs. 70,87,770/- in previous year.

### DIVIDEND:

Your directors do not recommend any dividend during this year.

### MATERIAL CHANGES AND COMMITMENTS:

During the year under review, there were no material changes and commitments affecting the financial position of the Company.

### DEPOSITS AND LOANS / ADVANCES:

The Company has not accepted any public deposits during the financial year.

### CHANGES IN NATURE OF BUSINESS, IF ANY:

During the financial year(2017-18) under review the Income of the Company from financial asset has crossed 50% of its gross Income due to which the Company is required to make an application with the Reserve Bank of India under Section 45-IA of the RBI Act, 1934. Before making the application there is a requirement for change in object subject to the prior approval of RBI and the members of the Company.

### AMOUNT TRANSFERRED TO RESERVES:

During the year, the company has not transferred any amount to Reserve account.

**CHANGES IN THE CAPITAL :**

There is no change in the authorized, issued, subscribed and paid up capital of the Company during the year.

**INFORMATION ABOUT SUBSIDIARY / JV / ASSOCIATE COMPANY:**

Company does not have any subsidiary, Joint venture or associate company.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

**EXTRACT OF ANNUAL RETURNS:**

The extract of the Annual Returns is required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of annual return in MGT 9 as a part of this Annual Report as **ANNEXURE '1'**.

**MEETINGS OF THE BOARD OF DIRECTOR:**

The board of directors met Eight [8] times during the financial year.

**DIRECTORS'S RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(5) of the Companies Act, 2013, The Board of Directors of the company confirms that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures:
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors, in the case of a listed company , had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;



- (f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**STATUTORY AUDITORS:**

M/s. Parthasarathy Sankaran & Associates, Chartered Accountants, has been appointed as Statutory Auditors of the Company to hold the office for the period of 5 years from the conclusion 25th AGM until the conclusion of the 30<sup>th</sup> AGM of the company. The requirement for the annual ratification of auditors' appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 07, 2018.

**AUDITORS' REPORT :**

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors' remarks in their report are self-explanatory and do not call for any future comments. The Report given by the Auditor's is part of the Annual Report as "**Annexure-4**".

**COST AUDIT**

The Cost audit in terms of the Companies (Cost Accounting Records and Compliance) Rules, 2011, is not applicable to your company during the year.

**SECRETARIAL AUDIT REPORT:**

The Secretarial audit report as provided by Mr. Amarendra Mohapatra, Practicing Company Secretary for the financial year ended 31<sup>st</sup> March 2019 is annexed as **Annexure-3**.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

There were no loans guarantees or investments made that fall under the ambit of section 186, during the year under review

**RRELATED PARTY TRANSACTION:**

There was no related party transaction during the year under review.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO :**

**A. Conservation of Energy, Technology Absorption**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

**B. Foreign Exchange Earnings And Outgo**

There were no foreign exchange earnings and outgo during the year under review

#### **RISK MANAGEMENT POLICY :**

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL AND REMUNERATION :**

There was no change in the composition of the board during the year.

No remuneration has been paid to any director of the company during the year.

#### **CORPORATE SOCIAL RESPONSIBILITY:**

The Company does not meet criteria of Section 135 of the Companies Act, 2013 read with the Companies(Corporate Social Responsibility Policy) Rules, 2014 so there is no requirement to constitute Corporate Social Responsibilitycommittee.

#### **CORPORATE GOVERNANCE:**

Report of Corporate Governance along with the Certificate of the Auditors, confirming compliance of conditions of Corporate Governance as stipulated in the Agreement with the Stock Exchanges form part of the Board Report.- **as per Annexure -2**

#### **INDEPENDENT DIRECTORS:**

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

#### **INDEPENDENT DIRECTORS and DECLARATION**

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.Mr. Murali Chengalvarayan and Mr. Durga Devi Jaikumar were appointed as the independent directors of the company w.e.f 1<sup>st</sup> August,2019.

Mr. Thavachithan Vaithyalingam Palaniswamy has been resigned from board w.e.f 23-04-2019 and Smt. Rajendhiran Eswari Angali has been resigned from the board w.e.f 28<sup>th</sup> August,2019.

#### **VIGIL MECHANISM**

The company has established Vigil Mechanism for directors and employees to report genuine concerns and made provisions for direct access to the chairperson of the Audit Committee. Company has formulated the present policy

for establishing the vigil mechanism/ Whistle Blower Policy to safeguard the interest of its

stakeholders, Directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company.

**SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:**

During the year BSE has passed an order of delisting the company from the stock exchange vide its order dated 2<sup>nd</sup> July 2018. The Company approached SAT and based on the order of SAT presently the company is taking necessary steps for revocation of suspension.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (Prevention, Prohibition and Redressal) Act, 2013:**

The company has in Place of Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013.-

**ACKNOWLEDGEMENT:**

Yours Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government authorities, customers, vendors and shareholders during the year under review.

Your director also wish to place on record their deep sense of appreciation for the committed service of the executives, staff and workers of the company.

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

Sd/-	Sd/-
Heerachand Jain	Jayaram Rajendhiran
Director	Director
Din: 01319086	DIN: 01784664

**MGT-9**

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31.03.2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**REGISTRATION AND OTHER DETAILS:**

CIN	L70200TN1992PLC023621
Registration Date	13-10-1992
Name of the Company	TELESYS INFO-INFRA (I) LIMITED
Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
Address of the Registered office and contact details	<b>NO. 5, Damodaran Street Kellys, Kilpauk Chennai 600010.</b>
Whether listed company Yes / No	Yes . At present delisted
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Cameo Corporate Services Ltd, Subramanian Building, 1 Club House Road, Chennai - 600 002. Phone No.044 2846 0390 / 2846 0395 Fax: 044 2846 0129 Email : cameo@cameoindia.com Website : <a href="http://www.cameoonline.net">www.cameoonline.net</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	SOFTWARE DEVELOPMENT	9983	18.36
2	OTHER INCOME – GIVING LOANS	9953	81.64

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
	<b>NIL</b>		<b>NIL</b>		

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

- i) **Category - wise Share Holding**



For the Period From		: 01-Apr-2018			to 30-Mar-2019				
Category code	Category of Shareholder	No. of shares held at the beginning of the year			No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>SHAREHOLDING OF PROMOTER AND PROMOTER GROUP</b>								
1.	INDIAN								
a.	INDIVIDUALS/HINDU UNDIVIDED FAMILY	0	0	0	0	0	0	0	0.0000
b.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0.0000	0.0000
c.	BODIES CORPORATE	0	0	0	0	0	0	0.0000	0.0000
d.	FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0.0000	0.0000
e.	ANY OTHER								
	<b>SUB - TOTAL (A)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
2.	FOREIGN								
a.	INDIVIDUALS (NON-RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS)	0	0	0	0	0	0	0.0000	0.0000
b.	BODIES CORPORATE	0	0	0	0	0	0	0.0000	0.0000
c.	INSTITUTIONS	0	0	0	0	0	0	0.0000	0.0000
d.	QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0.0000	0.0000
e.	ANY OTHER								
	<b>SUB - TOTAL (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
	<b>TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>B.</b>	<b>PUBLIC SHAREHOLDING</b>								
1.	INSTITUTIONS								
a.	MUTUAL FUNDS/UTI	0	0	0	0	0	0	0.0000	0.0000
b.	FINANCIAL INSTITUTIONS/ BANKS	100	0	100	100	0	100	0.0009	0.0000
c.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0.0000	0.0000
e.	INSURANCE COMPANIES	0	0	0	0	0	0	0.0000	0.0000

f.	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0	0	0	0.0000	0.0000
g.	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0	0	0	0.0000	0.0000
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0.0000	0.0000
i.	ANY OTHER								
	<b>SUB - TOTAL (B)(1)</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0.0009</b>	<b>0.0000</b>
2.	NON-INSTITUTIONS								
a.	BODIES CORPORATE	455072	19800	474872	438092	19800	457892	4.5743	-0.1696
b.	INDIVIDUALS -								
	I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	5890730	1791760	7682490	5901305	1788460	7689765	76.8215	0.0726
	II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	1460359	122900	1583259	1470364	122900	1593264	15.9168	0.0999
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0.0000	0.0000
d.	ANY OTHER								
	CLEARING MEMBERS	900	0	900	900	0	900	0.0089	0.0000
	HINDU UNDIVIDED FAMILIES	258219	0	258219	256919	0	256919	2.5666	-0.0129
	NON RESIDENT INDIANS	7460	0	7460	8460	0	8460	0.0845	0.0099
	TRUSTS	2600	0	2600	2600	0	2600	0.0259	0.0000
	Retirement Benefit Scheme	269179	0	269179	268879	0	268879	2.6861	-0.0029
	<b>SUB - TOTAL (B)(2)</b>	<b>8075340</b>	<b>1934460</b>	<b>10009800</b>	<b>8078640</b>	<b>1931160</b>	<b>10009800</b>	<b>99.9990</b>	<b>0.0000</b>
	<b>TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)</b>	<b>8075440</b>	<b>1934460</b>	<b>10009900</b>	<b>8078740</b>	<b>1931160</b>	<b>10009900</b>	<b>100.0000</b>	<b>0.0000</b>
	<b>TOTAL (A)+(B)</b>	<b>8075440</b>	<b>1934460</b>	<b>10009900</b>	<b>8078740</b>	<b>1931160</b>	<b>10009900</b>	<b>100.0000</b>	<b>0.0000</b>
<b>C.</b>	<b>SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED</b>								
	Promoter and Promoter Group	0	0	0	0	0	0	0.0000	0.0000
	Public	0	0	0	0	0	0	0.0000	0.0000
	<b>TOTAL CUSTODIAN (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>8075440</b>	<b>1934460</b>	<b>10009900</b>	<b>8078740</b>	<b>1931160</b>	<b>10009900</b>	<b>100.0000</b>	<b>0.0000</b>

**(ii) Shareholding of Promoters NIL**

Sl.No	Name Of The Holder(S)	Shareholding at the beginning of the year (01.4.17)			Shareholding at the Ending of the year(31.3.18)		
		Number of shares	Percentage	% of shares pledged / encumbered to total shares	Number of shares	Percentage	% of shares pledged / encumbered to total shares

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change
	At the End of the year				

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	VAP HOLDINGS PRIVATE LIMITED	200000	2.00	200000	2.00
2	DEBASHIS DAS	83337	0.83	83337	0.83
3	PRAVIN KANTILAL VAKIL	72995	0.73	72995	0.73
4	SHABBIR SHEIKHAMEDALLY BHARMAL BATUL SHABBIR BHARMAL	63645	0.64	63645	0.64



5	BELABEN KAUSHIK SHAH	51079	0.51	51079	0.51
6	SADHANA AGARWAL GIRISH KUMAR AGARWAL	50000	0.50	50000	0.50
7	ARJUNSINGH RAJPUROHIT	46752	0.47	46752	0.47
8	VINAY MOHANBHAT PIPALIA	45910	0.46	45910	0.46
9	N.RAJKUMAR	42900	0.43	42900	0.43
10	MADHU K GOGRI SAMEER D GOGRI	40000	0.40	40000	0.40

**(v) Shareholding of Directors and Key Managerial Personnel: NIL**

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	HEERACHAND JAIN	0	0	0	0
2	Y.SATYAKUMAR	0	0	0	0
3	J.RAJENDHIRAN	0	0	0	0
4	T.V.PALANISWAMY	0	0	0	0
5	R.ESWARI ANGALI	0	0	0	0

**V. INDEBTEDNESS :**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b> Principal Amount	-	62643565	-	62643565
Interest due but not paid	-	-	-	-
Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	62643565	-	62643565
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
• Addition	-	-	-	-
• Reduction	-	-	-	-
<b>Net Change</b>	-	16308814	-	16308814
<b>Indebtedness at the end of the financial year</b>	-	78952379	-	78952379
i) Principal	-	-	-	-

Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

##### A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Nil	Nil	Nil	Nil	
1.	Gross salary	Nil	Nil	Nil	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (A)	Nil	Nil	Nil	Nil	Nil
	Ceiling as per the Act	Nil	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil	Nil

##### B. Remuneration to other directors: NIL

Amount - Rs. In Lakhs

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		Nil	Nil	Nil	Nil	
1	Independent Directors	Nil	Nil	Nil	Nil	Nil
	• Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil

	• Commission	Nil	Nil	Nil	Nil	Nil
	• Others, please specify					
	Total (1)	Nil	Nil	Nil	Nil	Nil
4	Other Non-Executive Directors	Nil	Nil	Nil	Nil	Nil
	• Fee for attending board / committee meetings					
	• Commission	Nil	Nil	Nil	Nil	Nil
	• Others, please specify					
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil	Nil

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Amount Rs. in Lakhs

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961.	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil

	<b>Total</b>	Nil	Nil	Nil	Nil
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**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

<b>Type</b>	<b>Section of the Companies Act</b>	<b>Brief Description</b>	<b>Details of Penalty / Punishment/ Compounding fees imposed</b>	<b>Authority [RD / NCLT/ COURT]</b>	<b>Appeal made, if any (give Details)</b>
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

There were no penalties/punishment/compounding of offences for the year ending 31<sup>st</sup> March, 2018.

**ANNEXURE – II**  
**CORPORATE GOVERNANCE REPORT**

**COMPANY’S PHILOSOPHY OF CORPORATE GOVERNANCE:**

Telesys Info-Infra (I) Limited management constantly strives towards improving, systems and process that promote the values of transparency, professionalism, accountability and compliance. The Company remains firmly committed to this central theme and endeavors to improve these values on an ongoing basis. We have an obligation towards our stakeholders including shareholders, employees, customers, suppliers and communities to be honest, fair and forthright in our business activities.

Good corporate governance is the basis for decision-making and control processes and comprises responsible, value-based management and monitoring focused on long-term success, goal-orientation and respect for the interests of our stakeholders.

Recent amendments of Companies Act, 2013 are effective from October 1, 2014. The amended rules require Companies to get shareholders’ approval for related party transactions, establish whistleblower mechanisms, elaborate disclosures on pay packages and have at least one Woman Director on their boards. The Securities and Exchange Board of India (SEBI) has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 2<sup>nd</sup> September, 2015, replacing the earlier Listing Agreement (w.e.f. 1<sup>st</sup> December, 2015). The amended norm is aligned with the provisions of the Companies Act, 2013 and is aimed to encourage Companies to ‘adopt best practices on corporate governance.

**BOARD OF DIRECTORS:**

At present the Board of the Company is adiiequately equipped and well represented by Women Directors and Independent Directors of high repute. The Chairman of the Board and Audit Committee is headed by Independent Director(s). As per the Listing Regulations, it is mandatory for the company with a non-executive director as a chairperson to have at least one-third of the independent directors. The following composition of board of directors of the company as follows:

**COMPOSITION OF THE BOARD DURING THE YEAR:**

SR.N O.	NAME OF DIRECTOR	CATEGORY	DESIGNATION
1	Shri. Y. Sathyakumar	Director	Whole time Director
2	Shri. Heerachand Jain	Director	Director
3	Shri. Rajendhiran Jayaram	Director	Director
4	Shri.Thavachithan VaithylingamPalaniswamy*	Non Executive , Independent Director	Independent Director
5	Smt. Rajendhiran Eswari Angali**	Non Executive, Independent Director	Independent Director
6	Shri. Murali Chengalvarayan***	Non Executive , Independent Director	Independent Director
7	Shri. Durga Devi Jaikumar****	Non Executive , Independent Director	Independent Director
8	Mr. Vinod Kumar Singhi	Chief Financial Officer(CFO)	CFO
9	Ms. Priyanka Kumawat	Company Secretary	Company Secretary

\* Shri. Thavachithan Vaithylingam Palaniswamy\* has resigned from the board w.e.f 23<sup>rd</sup> April,2019.

\*\* Smt. Rajendhiran Eswari Angali has resigned from the board w.e.f 29<sup>th</sup> August,2019.

\*\*\*Appointed with effect from 1<sup>st</sup> august,2019.

\*\*\*\*Appointed with effect from 1<sup>st</sup> august,2019.

**MEETINGS AND ATTENDANCE DURING THE YEAR 2018-2019:**

Annual General Meeting will be held on 30<sup>th</sup> September, 2019

Board Meetings were conducted 8(Eight) times during the year as follows:

Sr. No	Date	Board Strength	No. Of. Directors Present
1	29-05-2018	5	4
2	18-07-2018	5	5
3	12-08-2018	5	5
4	20-08-2018	5	5
5	29-09-2018	5	5
6	09-11-2018	5	5
7	27-12-2018	5	5
8	30-01-2019	5	4

**The record of Attendance at Board Meetings and Membership of Board of Directors as on 31<sup>st</sup> March, 2019:**

<b>Sr. No</b>	<b>Name of Directors</b>	<b>No of Board Meetings attended during the Year</b>	<b>Attendance at the AGM</b>
1	Shri. Y. Sathyakumar	8	YES
2	Shri. Heerachand Jain	7	YES
3	Shri. Rajendhiran Jayaram	7	YES
4	Shri.Thavachithan Vaithylingam Palaniswamy	8	YES
5	Smt. Rajendhiran Eswari Angali	8	YES
6	Shri. Murali Chengalvarayan*	NA	NO
7	Shri. Durga Devi Jaikumar**	NA	NO

\*Appointed with effect from 1<sup>st</sup> august,2019.

\*\*Appointed with effect from 1<sup>st</sup> august,2019.

**NOTES:**

1. The Board evaluated each of Independent Directors participation in the Board and their vast experience, expertise and contribution to the Board and Company. Each and every related party transactions very well scrutinized and checks were made so that the Company is a beneficiary.
2. The Independent Directors held a meeting on 30<sup>th</sup> January, 2019, without the attendance of Non-Independent Directors and members of Management. All Independent Directors were present at the meeting and they have reviewed the performance of non-independent directors and the Board, performance of the Chairman and information flow structure of the Company.
3. During the period the Company received notices/declarations from the Independent Directors as per Schedule IV and section 149 (6) of the Companies Act, 2013.

4. Smt. Rajendhiran Eswari Angali is a Independent women director to the Board.
5. The Chairman also set up a Whistleblower mechanism in line with the policy of the company and as per SEBI notification CIR/CFD/POLICY CELL/2/2014 read with section 177 of Companies Act, 2013.

**AUDIT COMMITTEE:**

**Brief description and terms of reference:**

To oversee the Company's Financial Report process, internal control systems, reviewing the accounting policies and practices, and financial statements audited by the statutory auditors. The audit committee is duly constituted in accordance with Clause 49 of the Listing Agreement read with Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 177 of the Companies Act, 2013.

Composition of Audit Committee During the year:

Sr. No.	Name of Members	Category	Designation
1.	Sri. Thavachithan Vaithylingam Palaniswamy	Independent Director	Chairman
2.	Smt. Rajendhiran Eswari Angalee	Independent Director	Member
3.	Sri. Yaddanapudi Satyakumar	Director	Member

**Company has conducted 4(Four) Audit Committee Meeting during the year.**

April – June	July – September	October – December	January – March
29-05-2018	12-08-2018	09-11-2018	30-01-2019

**Meetings and Attendance of the Audit Committee during the year:**

Sr.No	Name of Member	No. of Meeting Held During the Year	No. of Meeting Attended
1	Sri. Thavachithan Vaithylingam	4	4



	Palaniswamy		
2	Smt. Rajendhiran Eswari Angalee	4	4
3	Sri. Yaddanapudi Satyakumar	4	4

The Audit Committee meetings are also attended by CFO & Statutory Auditors as invitees.

**Powers of the Audit Committee:**

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

**Role of the Audit Committee:**

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;

- e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the company with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the company, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. Discussion with internal auditors of any significant findings and follow up there on;
  15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

### **NOMINATION AND REMUNERATION COMMITTEE:**

#### **Brief description and terms of reference:**

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our Managing Director; sitting fee payable to our Non-Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives. The Nomination and Remuneration Committee is duly constituted and the matters specified in accordance with under Clause 49 of the Listing Agreement read with Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 178 of the Companies Act, 2013.

#### **Composition of Nomination and Remuneration Committee During the year:**

<b>Sr. No.</b>	<b>Name of Members</b>	<b>Category</b>	<b>Designation</b>
1	Sri. Thavachithan Vaithylingam Palaniswamy	Independent Director	Chairman
2	Smt. Rajendhiran Eswari Angalee	Independent Director	Member
3	Sri. Rajendhiran Jayaram	Director	Member

#### **ROLE OF THE COMMITTEE:**

The role of Nomination and Remuneration Committee is as follows:

- determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
- identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
- reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- evaluating performance of each Director and performance of the Board as a whole;

#### **REMUNERATION OF DIRECTORS:**

The remuneration policy is in consonance with the existing industry practice and also with the provisions of the Companies Act, 2013. The Board of Directors has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other employees. The Company's remuneration policy is driven by the success and performance of the individual employee and the performance of the Company.

#### **STAKEHOLDER RELATIONSHIP COMMITTEE:**

##### **Brief description and Terms of Reference:**

To specifically look into redressal of complaints like transfer of shares, non- receipt of dividend, non-receipt of annual report etc. received from shareholders/ investors and improve efficiency. The Committee performs such other functions as may be necessary or appropriate for the performance of its duties. The Stakeholder Relationship Committee is duly constituted and the matters specified in accordance with Clause 49 of the Listing Agreement read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 178 of the Companies Act, 2013.

##### **Composition of Stakeholder Relationship Committee During the year:**

Sr.No.	Name of Members	Category	Designation

1	Sri. Thavachithan Vaithylingam Palaniswamy	Independent Director	Chairman
1	Sri. Rajendhiran Jayaram	Director	Member
2	Sri. Yaddanapudi Satyakumar	Director	Member

Name and designation of Compliance Officer : Priyanka Kumawat (Company Secretary) appointed with effect from 01-10-2018.

**Report on number of shareholder complaints received and resolved by the Company during the year ended March 31, 2019:**

No. of complaints pending as on April 1, 2018	0
No. of complained identified and reported during FY 2018-19	0
No. of complaints disposed of during the year ended March 31, 2019	0
No. of pending complaints as at March 31, 2019	0

**MANAGEMENT REVIEW AND RESPONSIBILITY:**

**FORMAL EVALUATION OF OFFICERS:**

The Remuneration Committee of the Board approves the compensation and benefits for all executive Board members. Another committee, headed by the MD, reviews, evaluates and decides the annual compensation of our officers from the level of executive upwards.

**DISCLOSURES:**

**1. RELATED PARTY DISCLOSURES:**

The Company has not entered into any materially significant related party transactions with its Promoters, Directors, or Management. None of the transaction with any of the related parties was in conflict with the interest of the Company.

**2. COMPLIANCE BY THE COMPANY:**

The Company has complied with the requirement of regulatory authorities on matters related to capital market and no penalties/ stricture have been imposed against the Company during the last three years.

**3. ACCOUNTING TREATMENT:**

The account treatments are in accordance with the applicable accounting standard. The company has not altered or adapted any new standard.

**4. RISK MANAGEMENT FRAMEWORK:**

The Company has a well-defined risk management framework in place. The Company has established procedures to periodically place before the Board, the risk assessment and minimization procedures being followed by the Company and steps taken by it to mitigate these risks.

**5. VIGIL MECHANISM / WHISTLE BLOWER:**

The Company has implemented a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement. The Company is committed to the high standards of Corporate Governance and stakeholder responsibility. All personnel have affirmed that they have not been denied access to the Chairman of the audit committee.

**6. NON- MANDATORY REQUIRMENTS:**

**Shareholder's Rights:** The half yearly financial results are published in leading newspapers and also displayed on the Company's website [www.telesys.co.in](http://www.telesys.co.in)

**7. PREVENTION OF INSIDER TRADING:**

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prevention of Insider Trading) Regulation, 2015 and the same is available on the Company's website [www.telesys.co.in](http://www.telesys.co.in) . This policy also includes practices and procedures for fair disclosures of unpublished price-sensitive information, initial and continual disclosures.

**8. CODE OF CONDUCT:**

In accordance with Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct for Board of Director and Senior Management.

All members of the Board of Directors and Senior Management personnel have affirmed compliance to the Code as on 31<sup>st</sup> March, 2019. A declaration to this effect signed by the Managing Director is annexed to this Report.

**9. MD AND CFO CERTIFICATION:**

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO certification is provided in this Annual Report.

**ANNUAL GENERAL MEETINGS:**

**Details of Annual General Meetings:**

Particulars	F.Y.2017-2018	F.Y.2016-2017	F.Y.2015-2016
<b>Date</b>	29/09/2018	28/09/2017	30/09/2016
<b>Time</b>	10:00 A.M.	10.00 A.M.	10.30A.M.
<b>Venue</b>	Murugan Thirumana Maligai, No 136/48, S.R.P Koil Street, Agaram, Chennai - 600082, Near Peravalur Junction	Nalvar Thirumana Maligai, No 136/48, S.R.P Koil Street, Agaram, Chennai - 600082, Near Peravalur Junction	Murugan Thirumana Maligai, No 136/48, S.R.P Koil Street, Agaram, Chennai - 600082
<b>Regd. Office</b>	NO. 5, Damodaran Street Kellys, Kilpauk Chennai 600010	New No. 72, Old No. 33, First Floor, Giri Road, T. Nagar, Chennai – 600 017	New No. 72, Old No. 33, First Floor, Giri Road, T. Nagar, Chennai – 600 017

**MEANS OF COMMUNICATION:**

Half Yearly Financial Report	The Financial results of the Company are published in leading newspapers.
Quarterly Financial Results	The quarterly financial results of the Company are published in accordance with the requirement of the Listing Agreement of the Stock Exchanges where the shares of the company are listed.
Website	<a href="http://www.telesys.co.in">www.telesys.co.in</a>
Administrative/Corporate Office	NO. 5, Damodaran Street Kellys, Kilpauk Chennai 600010
Whether Management Discussions and Analysis report is a part of Annual Report or not	Yes

## GENERAL SHAREHOLDERS INFORMATION:

### 1. 27<sup>th</sup> Annual General Meeting:

**Date** : 30<sup>th</sup> September, 2019  
**Time** : 09:30 A.M.  
**Venue** : Murugan Thirumana Maligai, No 136/48, S.R.P Koil Street,  
Agaram, Chennai - 600082, Near Peravalur Junction

### 2. Date of Book Closure: 24<sup>th</sup> September, 2019 (Tuesday) to 30<sup>th</sup> September, 2019 (Monday) (both days inclusive)

### 3. Tentative Calendar for financial year 2019- 2020:

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31<sup>st</sup> March, 2020 are as follows:

Financial Reporting for the Quarter Ended 30 <sup>th</sup> June 2019	By Mid of August 2019
Financial Reporting for the Quarter and Half yearly Ended 30 <sup>th</sup> September 2019	By Mid of November 2019
Financial Reporting for the Quarter Ended 31 <sup>st</sup> December 2019	By Mid of February 2020
Financial Reporting for the Quarter Ended 31 <sup>st</sup> March 2020	By Mid of May, 2020

### 4. Registered Office:

NO. 5, Damodaran Street Kellys, Kilpauk Chennai 600010

### 5. Listing of Shares on Stock Exchanges:

The Company shares are listed on BSE Limited (BSE). The requisite listing fees have been paid in full to the Stock Exchanges.

### 6. A) Stock Codes

**BSE** : 532315  
**ISIN** : INE042B01012

**B) Corporate Identity Number:** L70200TN1992PLC023621



**7. Market Price Data: BSE**

High, low (based on the closing prices) and number of shares traded during each month in the financial year 2018-19 on the Bombay Stock Exchange Limited and Performance of Share Price of the Company in Comparison to the BSE Sensex is not available as the trading in securities of the Company was suspended by BSE from 31st December, 2007.

**8. Registrar and Transfer Agent:**

**SHARE TRANSFER SYSTEM**

The share transfers in physical form are processed and the share certificates returned within a period of 10 to 15 days from the date of receipt by the Registrar and Transfer Agent so long as the documents have been clear in all respects. In case of shares in electronic form, the transfers are processed by NSDL/ CDSL through respective Depository participants. The company as per SEBI Guidelines offers the facility of transfer cum demats. There are no pending share transfers and requests for demat as on 31st March, 2019. In compliance with the Listing Agreement with the Stock Exchanges, a Practicing Company Secretary carries out an Audit of the System of Transfer and a certificate to that effect is issued.

The address of Registrar and Transfer agents is:

Cameo Corporate Services Limited,  
#1, Subramaniam Building,  
Club House Road,  
Mount Road,  
Chennai – 600 002.

Phone No. : 044 4002 0700  
Email: -cameosys@cameoindia.com

**9. Outstanding ADRs / GDRs:**

The company has not issued any ADRs / GDRs

**10. Address for Correspondence:**

NO. 5, Damodaran Street Kellys, Kilpauk Chennai 600010

**CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE**

To,

**The Members of  
Telesys Info-Infra (I) Limited,  
NO. 5, Damodaran Street Kellys,  
Kilpauk Chennai - 600010**

We have examined the compliance of conditions of corporate governance by Telesys Info-Infra (I) Limited ('the Company') for the year ended March 31, 2019 as stipulated in Clause 49 of the Listing Agreement and in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Mumbai  
Date: 30th May, 2019**

**For Amarendra Mohapatra & Associates  
Sd/-  
Amarendra Mohapatra  
Company Secretary In Practice  
ACS: 26257; PCS: 14901**

**DECLARATION UNDER REGULATION 26 OF THE SEBI (LISTING  
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,

**The Members of**

**Telesys Info-Infra (I) Limited,**

**NO. 5, Damodaran Street Kellys,**

**Kilpauk Chennai - 600010**

As provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Conduct for the year ended March 31, 2019.

**Date : 30-05-2019**

**Place : Chennai**

**For Telesys Info-Infra (I) Limited**

**Sd/-**

**Rajendhiran Jayaram**

**Director**

**Din: 01784664**

**ANNEXURE- III**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2019**

**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]**

To,

**The Members of**

**Telesys Info-Infra (India) Limited,**

**NO. 5, Damodaran Street Kellys,**

**Kilpauk Chennai 600010**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Telesys Info-Infra (India) Limited (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder and certain provisions of Companies Act, 1956 and rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.

BSE has delisted the company vide its notice dated 2<sup>nd</sup> July 2018 and against the same the company approached the Hon'ble SAT . Based on the order of SAT dated 7<sup>th</sup> August 2018 , the company presently taking necessary steps for revocation of suspension at BSE.

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment **(Not applicable to the Company during the Audit Period).**

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

5. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
6. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
7. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, subject to amendment Act, 2018;
8. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
9. The Securities and Exchange Board of India( Employee Stock Option Scheme and Employee Stock Purchase Scheme)Guidelines,1999 (Not Applicable to the Company during the Audit Period);

Other laws applicable specifically to the Company namely:

10. Information Technology Act, 2000 and the rules made thereunder;
11. The Payment of Gratuity Act, 1972.

We have also examined compliance with the applicable clauses of the followings:

12. Secretarial Standard issued by The Institute of Company Secretaries of India.
13. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Listing Agreements/Regulations entered into by the Company with Bombay Stock Exchange Limited.

We further report that, there were no actions / events in pursuance of:

1. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, (Not Applicable to the Company during the Audit Period).

We report that, during the year under review, the Company has complied with the provisions of the Acts, rules, regulations, guidelines and Standards, etc. as mentioned above.

**We further report that,** based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like Labour Laws.

**We further report that,** the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

**We further report that,** the Board of Directors of the Company is duly constituted with proper

balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

**We further report that** ,Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

**We further report that**, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Amarendra Mohapatra & Associates**

**Sd/-**

**Amarendra Mohapatra**

**Company Secretary In Practice**

**ACS: 26257; PCS: 14901**

**Date: 30th May, 2019**

**Place: Mumbai**

ANNEXURE TO THE SECRETARIAL AUDIT REPORT

To,  
**The Members of**  
**Telesys Info-Infra (India) Limited,**  
**NO. 5, Damodaran Street Kellys,**  
**Kilpauk Chennai 600010**

**Our report of even date is to read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.



6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Amarendra Mohapatra & Associates**

**Sd/-**

**Amarendra Mohapatra**

**Company Secretary In Practice**

**ACS: 26257; PCS: 14901**

**Date: 30th May, 2019**

**Place: Mumbai**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[PURSUANT TO REGULATION 34(3) AND SCHEDULE V PARA C CLAUSE (10)(i) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

To,

**The Members of**

**Telesys Info-Infra (India) Limited,**

**NO. 5, Damodaran Street Kellys,**

**Kilpauk Chennai 600010**

We certify that pursuant to disclosure made by all Directors of M/s. Telesys Info-Infra (India) Limited as required under section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rule, 2014 and Schedule V of SEBI (LODR) (Amendment) Regulations, 2018 and verification of data available on MCA portal, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

**For Ramesh Chandra Mishra & Associates**

**Sd/-**

**Ramesh Chandra Mishra**

**Company Secretary in Practice**

**FCS: 5477 C.P.: 3987**

**Place: Mumbai**

**Date: May 30, 2019**

# MANAGEMENT DISCUSSIONS AND ANALYSIS

## a. Industry structure and developments

### Information Technology

An infrastructure of computing and communication technology, providing 24-hour access at low cost to almost any kind of price and product information desired by buyers, will reduce the informational barriers to efficient market operation. This infrastructure might also provide the means for effecting real-time transactions and make intermediaries such as sales clerks, stock brokers and travel agents, whose function is to provide an essential information link between buyers and sellers, redundant. Removal of intermediaries would reduce the costs in the production and distribution value chain. The information technologies have facilitated the evolution of enhanced mail order retailing.

### Infrastructure

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country.

India has a requirement of investment worth Rs 50 trillion (US\$ 777.73 billion) in infrastructure by 2022 to have sustainable development in the country. India is witnessing significant interest from international investors in the infrastructure space.

### NBFC

NBFCs have been playing an important role in channelizing the scarce financial resources in capital formation. NBFCs have been supplementing the role of the organized banking sector by bridging the credit gaps, i.e., in meeting the increasing financial needs of the corporate sector, delivering credit to the unorganized sector and to small local borrowers. NBFCs have enjoyed a more flexible structure than banks in the organized sector. The contribution made by these NBFCs in the economic growth as well as in meeting the credit needs of the economy is needed to be appreciated.

## b. Opportunities and Threats :

Every industry facing threats like fall in international market, low consumption, increase of prices of Input.

To overcome the Company taking initiatives effective utilization resources, developing own mines, upgrading of new technology and new avenues for products and value added products.

**c. Segment-wise or product-wise performance :**

The Company has only one Info-tech.

**d. Outlook**

**Infrastructure**

The infrastructure sector, marred by a host of issues like lack of finance and poorly performing assets, will not do well in the coming fiscal year as well, according to ratings agency India Ratings and Research Pvt. Ltd. Road projects on toll-based revenues and coal-based thermal power sector, which have the highest loan exposure, are more likely to weigh down the overall ratings for the sector.

"The infra sector continues to grapple with high concentration of poorly performing assets resulting in not only fragile coverage metrics but also lower-than-expected equity returns to sponsors.

**Information technology (IT)**

Outlook for the Indian information technology (IT) sector is 'cautiously positive' in 2018 as challenges remain amidst prospects of greater IT spending with global and US economies improving, industry body Nasscom said.

**NBFC SECTOR**

"The growth was supported by a healthy uptick witnessed in some key asset classes namely, commercial vehicles (CV), unsecured credit (including microfinance) and SME credit; these segments together accounted for about 60 per cent of the total NBFC-retail credit. The credit growth had dipped, post demonetisation, and remained subdued because of the uncertainties.

**e. RISKS AND CONCERNS :**

The global economic climate continues to be volatile, uncertain and prone to geo-political risks. The market is recovering slowly and global markets are expected to grow in 2020. The divergence in developed market growth as a result of the US recovery is expected to add to the volatility in the currency markets. In this global backdrop, India is expected to perform better, aided by improving macroeconomic fundamentals. However, execution of the reform and kick

starting the investment cycle will be the key determinants of India's economic performance. Currently inflation is benign, upside pressures on inflation from the vagaries of monsoon or sudden changes in the rupee, could have a significant bearing on inflation.

**f. Internal control systems and their adequacy**

Internal control is an essential part of corporate governance and any weakness or inadequacy can have a greater impact on the profit of the Company. The Company remains committed in its endeavor to ensure an effective internal control environment that provides assurance on the efficiency and effectiveness of operations, reliability of financial reporting, statutory compliance and security of assets.

**g. DISCUSSION FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The financial performance is very negligible during the year, since there was no production during the year except metal recovery from the slag.

**h. MATERIAL DEVELOPMENT IN HUMAN RESOURCES /INDUSTRIAL FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

Your Company is value based organization with a culture that promotes empowerment and freedom. In a challenging and competitive environment, the organization believes people are key to success.

**i. RESEARCH AND DEVELOPMENT**

Your Company continues to derive sustainable benefit from the tradition of Research Development and many such innovation has helped significantly to develop for better product with cost effective.

**j. TECHNOLOGY ABSORPTION**

The Company maintains interaction with experts globally which has facilitated for better management. Periodical upgradation of Technology and new developments in the Industry.

**k. ENVIRONMENT, SAFETY, HEALTH AND ENERGY CONSERVATION**

Your Company has a vision of being Zero accident plant. This has been achieved through a combination of training and upgradation leveraging core technology concepts and safety standards.

## CHIEF FINANCIAL OFFICER CERTIFICATION

**To,  
The Members of  
Telesys Info-Infra (India) Limited,  
NO. 5, Damodaran Street Kellys,  
Kilpauk Chennai 600010.**

I, Mr. Vinod Kumar Maganmal Hajarimal Singhi, , Chief Financial Officer, do hereby certify as follows:

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - 1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
  
- B. To the best of our knowledge and belief, there are no transactions entered into by the company during the year which are fraudulent, illegal or volatile of the company's code of conduct.
  
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
  
- D. We have indicated to the Auditors and the Audit Committee:
  - 1. Significant changes in internal control over financial reporting during the year;
  
  - 2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For Telesys Info-Infra (India) Limited**

**Sd/-**

**Vinod Kumar Maganmal Hajarimal Singhi  
(Chief Financial Officer)**

**Place: Chennai**

**Date: 30th May, 2019**

## **ANNEXURE IV**

### **INDEPENDENT AUDITORS' REPORT**

To

**The Members of M/s. TELESYS INFO-INFRA (I) LIMITED**

**Report on the audit of the financial statements**

#### **Opinion**

We have audited the financial statements of **M/s. TELESYS INFO-INFRA (I) LIMITED** ("the Company"), which comprise the balance sheet as at March 31, 2019, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit, total comprehensive income, the changes in equity and cash flows for the year ended as on that date.

#### **Basis for opinion**

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.



Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's responsibility for the financial statements**

The Company's board of directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the **Companies (Indian Accounting Standards) Rules, 2015** and Companies (Indian Accounting Standards) Rules, 2016, as amended from time to time, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit

evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the [Companies Act, 2013](#), we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on other legal and regulatory requirements**

As required by the [Companies \(Auditor's Report\) Order, 2016](#) ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;

(d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

a. The Company does not have any pending litigations which would impact its financial position;

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

c. There has been no requirement in transferring amounts, to the Investor Education and Protection Fund by the Company

**For Parthasarathy Sankaran & Associates LLP**

Chartered Accountants

Firm Registration No. 009258S

K.A.Parthasarathy

Partner

Membership No. 009870

Place: Chennai

Date: 30.05.2019

Annexure "A" to the Independent Auditor's Report\*

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of **M/s. TELESYS INFO-INFRA (I) LIMITED** of even date)

1. In respect of the Company's fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets of the Company were physically verified in full by the management during the year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us, we report that the Company does not hold any freehold land held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.

2. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification. This clause is not applicable to this company.

3. According to information and explanation given to us, the company has granted loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is applicable to this company.

4. In our opinion and according to information and explanation given to us, the company has granted loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is applicable to this company.

5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.

6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.

7. In respect of statutory dues:

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

8. In our opinion and according to the information and explanations given to us, the company does not have any outstanding dues to financial institutions and banks or any government or any debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.

9. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.

10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

11. In our opinion and according to the information and explanations given to us, the Company has not paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

12. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.

13. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.

15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.

16. According to the information and explanations given to us and based on our examination of the records of the company, the company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For Parthasarathy Sankaran & Associates LLP**

Chartered Accountants

Firm Registration No. 0092585

K.A.Parthasarathy

Partner

Membership No. 009870

Place: Chennai

Date: 30.05.2019

## **Annexure "B" to the Independent Auditor's Report**

(Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of **M/s. TELESYS INFO-INFRA (I) LIMITED** of even date)

### **Report on the internal financial controls over financial reporting under clause (i) of sub - section 3 of section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **M/s. TELESYS INFO-INFRA (I) LIMITED** ("the Company") as at March 31, 2019, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's responsibility for internal financial controls**

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

#### **Meaning of internal financial controls over financial reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Limitations of internal financial controls over financial reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### **For Parthasarathy Sankaran & Associates LLP**

Chartered Accountants

Firm Registration No. 0092585

K.A.Parthasarathy

Partner

Membership No. 009870

Place: Chennai

Date: 30.05.2019

**TELESYS INFO-INFRA (I) LIMITED**  
**New No.72, Old No.33, First Floor, Giri Road, T.Nagar, Chennai - 600 017.**  
**Balance Sheet as on 31.03.2019**

Particulars	Note No	31.03.2019 (Rs.)	31.03.2018 (Rs.)
<b>I. ASSETS</b>			
<b>(1) Non Current assets</b>			
(a) Property, Plant & Equipment	1	14,97,592	17,07,201
(b) Capital Work in Progress			
(c) Investment Property			
(d) Financial Assets			
i) Investment			
ii) Trade Receivables			
iii) Loans	2	<b>23,36,24,100</b>	<b>21,74,80,705</b>
iv) other Financial assets			
(e) Other Non current assets			
		<b>23,51,21,692</b>	<b>21,91,87,906</b>
<b>(2) Current Assets</b>			
(a) Inventories			
(b) Financial Assets			
i) Trade Receivable			
ii) Cash and Cash equivalents bank Balance	3	40,24,617	45,11,304
iii) Loans			
iv) other Financial assets			
(c) Other current Assets	4	92,46,123	80,74,038
(d) Assets held for sale			
		<b>1,32,70,740</b>	<b>1,25,85,342</b>
<b>Total Assets</b>		<b>24,83,92,432</b>	<b>23,17,73,248</b>
<b>EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	5	10,00,99,000	10,00,99,000
(b) Other Equity			
i) Retained earnings	6	(10,33,47,944)	(10,62,34,077)
ii) other reserves	7	16,72,03,000	16,72,03,000
iii) other comprehensive income			
		<b>16,39,54,056</b>	<b>16,10,67,923</b>



<b>Liabilities</b>			
<b>(2) Non- Current Liabilites</b>			
(a) Financial Liabilities			
(i) Borrowings	<b>8</b>	7,89,52,379	6,26,43,565
(b) Provision			
(c) Deferred Tax Liabilities (net)		3,23,857	4,60,556
(d) Other Non Current liabilites			
		<b>7,92,76,236</b>	<b>6,31,04,121</b>
<b>(3) Current Liabilites</b>			
(a) Finacial Liabilites			
(i) Borrowings	<b>9</b>	35,00,000	66,50,000
(ii) Trade Payables			
(iii) other Finacial liabilites			
(b) Provisions	<b>10</b>	15,54,920	8,99,904
(c) other current liabilites	<b>11</b>	1,07,220	51,300
		<b>51,62,140</b>	<b>76,01,204</b>
<b>Total Equity and Liabilities</b>		<b>24,83,92,432</b>	<b>23,17,73,248</b>
		(0)	0

For and on behalf of the Board  
of Telesys Info-Infra (I) Limited

Sd/-  
Heera Chand Surana  
Director

Sd/-  
J.Rajendhiran  
Director

As per our report of even date attached  
For Parthasarathy,Sankaran & Associates  
Chartered Accountants

Sd/-  
K A Parthasarathy  
Partner  
Membership No. 09870

Place : Chennai  
Date : 30-05-2019

TELESYS INFO-INFRA (I) LIMITED

New No.72, Old No.33, First Floor, Giri Road, T.Nagar, Chennai - 600 017.

**Profit and Loss account statement for the year ended 31.03.2019**

	Particulars	Note No.	Figures As At	
			31.03.2019	31.03.2018
			Rs	Rs
I	Revenue from Operations	14	50,00,000	23,41,710
II	Other income	15	2,22,40,354	1,75,90,519
III	<b>Total Revenue (I + II)</b>		<b>2,72,40,354</b>	<b>1,99,32,229</b>
IV	Expenses:			
	Cost of Software Purchased		-	-
	Purchases of Stock-in-Trade	16	-	-
	Changes in Inventories of Finished Goods		-	-
	Work-in-Progress and Stock-in-Trade		-	-
	Employee Benefits Expense	17	58,23,659	78,41,722
	Finance costs	18	14,912	3,544
	Depreciation and Amortization Expense		2,81,352	3,02,313
	Other expenses	19	1,77,15,982	46,96,880
	<b>Total Expenses</b>		<b>2,38,35,904</b>	<b>1,28,44,459</b>
V	Profit before exceptional & extraordinary items & tax (III-IV)		34,04,450	70,87,770
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V-VI)		34,04,450	70,87,770
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII- VIII)		34,04,450	70,87,770
X	Tax expense:			
	(1) Current tax		6,55,016	3,29,870
	(2) Deferred tax		(1,36,699)	(38,228)
	(3) Excess Provision of Income Tax of earlier years Credited back			
XI	Profit (Loss) for the period from continuing operations (IX-X)		28,86,133	67,96,129
XII	Profit/(loss) from discontinuing operations		-	-
XIII	Tax expense of discontinuing operations		-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV	<b>Profit (Loss) for the period (XI + XIV)</b>		<b>28,86,133</b>	<b>67,96,129</b>
XVI	Earnings per equity share:			
	Profit after Tax			
	No.of Shares		1,00,09,900	1,00,09,900
	Earnings per Share - Basic & Diluted		0.29	0.68

For and on behalf of the Board  
of Telesys Info-Infra (I) Limited

Sd/-  
Heera Chand Surana  
Director

Sd/-  
J.Rajendhiran  
Director

As per our report of even date attached  
For Parthasarathy,Sankaran & Associates  
Chartered Accountants

Sd/-  
K A Parthasarathy  
Partner  
Membership No. 09870

Place : Chennai  
Date : 30-05-2019

**TELESYS INFO-INFRA (I) LIMITED**

New No.72, Old No.33, First Floor, Giri Road, T.Nagar, Chennai - 600 017.

**Notes to accounts forming part of financial statements as at 31.03.2019**

PARTICULARS	Figures As At			
	31.03.2019 Rs	31.03.2018 Rs		
<b>Note 5</b>				
<b>Share Capital</b>				
(a) <b>Authorised</b> 2,50,00,000 Equity Shares of Rs. 10 /- each	25,00,00,000	25,00,00,000		
(b) <b>Issued, Subscribed &amp; Paid up</b> 1,00,09,900 (1,00,09,900) Equity Shares of Rs.10 /- each	10,00,99,000	10,00,99,000		
	<b>10,00,99,000</b>	<b>10,00,99,000</b>		
(c) <b>Par Value per Share (Rs.)</b>	10/-	10/-		
(d) <b>Reconciliation of the No. of Equity Shares outstanding at the beginning and at the end of the year</b>	1,00,09,900	1,00,09,900		
Add: No of Shares allotted during the year	-	-		
Less: Shares Bought Back	-	-		
At the end of the year	1,00,09,900	1,00,09,900		
(e) Details of Shareholders holding more than 5% Shares in the Company as on Balance Sheet date				
<b>Name of the Shareholder</b>	<b>No of Shares</b>	<b>% as at</b>	<b>No of Shares</b>	<b>% as at</b>
NIL	NIL	NIL	NIL	NIL

**Retained Earning**

Particulars	As at 31.03.2019	As at 31.03.2018
	(Rs.)	(Rs.)
<b>Surplus</b>		
Opening balance	(10,62,34,077)	(10,76,56,935)
(+) Net Profit/(Net Loss) For the current year	28,86,133	14,22,858
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
(-) Depreciation Adjustment	-	-
Closing Balance	<b>(10,33,47,944)</b>	<b>(10,62,34,077)</b>

**Other Reserves**

Particulars	As at 31.03.2019	As at 31.03.2018
	(Rs.)	(Rs.)
<b>Capital Reserve</b>	13,22,53,500	13,22,53,500
Add: Additions/ Transfer from P&L	-	-
Less: Deductions	-	-
Closing Balance	<b>13,22,53,500</b>	<b>13,22,53,500</b>
<b>Share Premium</b>	3,49,49,500	3,49,49,500
Add: Additions/ Transfer from P&L	-	-
Less: Deductions	-	-
Closing Balance	<b>3,49,49,500</b>	<b>3,49,49,500</b>
	<b>16,72,03,000</b>	<b>16,72,03,000</b>

Particulars	As at 31.03.2019	As at 31.03.2018
	(Rs.)	(Rs.)
<b>Note 8</b>		
<b>Other Long-Term Liabilities</b>		
(a) Outstanding Liabilities for Expenses	24,942	24,942
(b) Trade Advances	7,89,27,437	6,26,18,623
	<b>7,89,52,379</b>	<b>6,26,43,565</b>
Particulars	As at 31.03.2019	As at 31.03.2018
	(Rs.)	(Rs.)
<b>Note 9</b>		
<b>Short-Term Borrowings</b>		
Premier Energy & Infrastructure Ltd	35,00,000	35,00,000
Sambhav Energy Limited.(Current Ac)	-	31,50,000
RGS Leather Expotrs	-	-
	<b>35,00,000</b>	<b>66,50,000</b>

#### 10 Short Term Provisions

Particulars	As at 31.03.2019	As at 31.03.2018
	(Rs.)	(Rs.)
(b) Income Tax	15,54,920	8,99,904
<b>Total</b>	<b>15,54,920</b>	<b>8,99,904</b>

#### 11 Other Current Liabilities

Particulars	As at 31.03.2019	As at 31.03.2018
	(Rs.)	(Rs.)
Professional Tax payable	-	-
Creditor for Expenses	32,420	-
Audit fees Payable	56,050	51,300
TDS Payable	18,750	
<b>Total</b>	<b>1,07,220</b>	<b>51,300</b>

Particulars	As at 31.03.2019	As at 31.03.2018
	(Rs.)	(Rs.)
<b>Note 2</b>		
<b>Long-Term Loans and Advances</b>		
<b>Unsecured &amp; considered good</b>		
Loans to various parties	23,36,24,100	21,74,80,705
	<b>23,36,24,100</b>	<b>21,74,80,705</b>
<b>Note 3</b>		
<b>Cash and Cash Equivalents</b>		
(a) Balances with Banks	39,49,001	44,65,938
(b) Cash on hand	75,616	45,366
	<b>40,24,617</b>	<b>45,11,304</b>
<b>Note 4</b>		
<b>Other Current Assets (Specify nature):</b>		
GST Receivable	2,53,735	6,68,073
Sales Tax Deposit	20,000	20,000
Rent Deposit	25,000	25,000
Tax deducted at source	89,47,388	73,60,965
	<b>92,46,123</b>	<b>80,74,038</b>

As per our report of even date attached

For and on behalf of the Board

For Parthasarathy,Sankaran & Associates

Chartered Accountants

Sd/-

Sd/-

Sd/-

Heera Chand Surana  
Director

J.Rajendhiran  
Director

K A Parthasarathy  
Partner

Membership No. 09870

Place : Chennai

Date: 30.05.2019

**TELESYS INFO-INFRA (I) LIMITED**

New No.72, Old No.33, First Floor, Giri Road, T.Nagar, Chennai - 600 017.

**Notes to accounts forming part of Profit and Loss account for the year ended 31.03.2019**

PARTICULARS	Figures As At	
	31.03.2019 Rs	31.03.2018 Rs
<b>Note 14</b>		
<b>Revenue from Operation</b>		
Sale of Services	50,00,000	23,41,710
	<b>50,00,000</b>	<b>23,41,710</b>
<b>Note 15</b>		
<b>Other Income</b>		
Interest Income	2,22,40,354	1,75,35,052
Interest on IT Refund	-	52,438
Interest on Fixed Deposit	-	3,029
Land Development Fees(Kernex)	-	-
Short Term Fees(Land Sold to Kernex)	-	-
	<b>2,22,40,354</b>	<b>1,75,90,519</b>
<b>Note 16</b>		
<b>Purchase of Stock-in-Trade</b>		
Purchases of Shares	-	-
	-	-
<b>Note 17</b>		
<b>Employee Benefits Expenses</b>		
(i) Salaries and Wages	54,07,984	72,03,578
(ii) Staff Welfare	4,15,675	6,38,144
(iii) Bonus	-	-
	<b>58,23,659</b>	<b>78,41,722</b>
<b>Note 18</b>		
<b>Finance Cost</b>		
Bank Charges	14,912	3,544
	<b>14,912</b>	<b>3,544</b>

<b>Note 19</b>		
<b>Other Expenses</b>		
Payments to the auditor as		
Statutory Auditor	56,050	56,050
Business Promotion Exp	11,26,392	8,27,041
Commission Paid	41,90,526	38,95,555
Consultancy Charges	7,89,349	5,94,625
Electricity	1,22,207	1,41,507
Legal Fees	1,50,000	96,500
Miscellaneous Expenses	3,52,283	3,81,842
Postage & Courier	92,319	1,22,202
Printing & Stationary	97,417	1,49,782
Rent	6,00,000	2,34,000
Repairs & Maintenance Building	3,32,603	5,34,267
Donation	15,000	11,00,000
Roc Fees	35,414	4,500
Telephone Charges	86,619	99,473
Travelling & Conveyance	14,86,731	18,32,807
Bad Debts	51,05,365	-
Advertisement Expense	19,600	-
Transport&Freight Expense	4,95,755	-
Professional fee	3,90,700	-
Interest paid	6,15,351	-
BSE relisting fee	15,50,840	-
AGM Meeting Expense	5,460	-
	<b>1,77,15,982</b>	<b>46,96,880</b>

For and on behalf of the Board

Sd/-  
Heera Chand Surana  
Director

Sd/-  
J.Rajendhiran  
Director

As per our report of even date attached  
For Parthasarathy,Sankaran & Associates

Chartered Accountants

Sd/-  
K A Parthasarathy  
Partner  
Membership No. 09870

Place : Chennai  
Date : 30.05.2019

**NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS FOR THE YEAR  
ENDED 31.03.2019**

**1. Significant Accounting Policies and Notes on Accounts.**

Accounting policies / compliance of Accounting Standards issued by the Institute of Chartered Accountants of India.

**(1) AS 1 : Disclosure on accounting policies**

The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956, "(Which Continue to be Applicable in Respect Of section 133 of the Companies Act 2013 in Terms Of General Circular 15/2013 Dated September 13,2013 of The Ministry Of Corporate Affairs ) and in compliance with the applicable Accounting Standards referred to in Section211 (3C) of Companies Act,1956. The accounts are maintained on accrual basis as a going concern.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the revised Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current - noncurrent classification of assets and liabilities.

The preparation of financial statements requires estimates and assumptions to be made that affects the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reported period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

**(2) AS 2 : Valuation of Inventories**

Since the Company doesn't have any inventory during the year. Hence the above standard is not applicable to the Company.

**(3) AS 3: Cash Flow Statements**

Cash Flow Statement has been attached to the Balance Sheet and Profit and Loss Account.

**(4) AS 4: Events occurring after balance sheet date:**

There are no events occurring after the Balance Sheet date that require adjustment or disclosures.

**(5) AS 5: Net Profit or Loss for the period, prior period items and changes in Accounting Policies:**

There are no events occurring after the Balance Sheet date that require adjustment or disclosures.

**(6) AS 6: Depreciation Accounting**

Depreciation on fixed assets is provided on a straight line basis so as to charge the cost of the assets over the useful life of the respective assets as prescribed under part C of schedule II of the companies Act 2013. Residual value has been considered as 5% of the cost of the respective assets . Depreciation / amortization on assets added, sold or discarded during the year is provided on pro rata basis.

**(7) AS 7: Accounting for construction contracts**

The above standard is not applicable to the Company as it is not engaged in the business of construction.

**(8) AS 8 : Accounting for Research Development**

This standard has been withdrawn from 1-4-2003 consequent to the introduction of Accounting Standard AS 26 on Accounting for intangible Assets becoming mandatory.

**(9) AS 9: Revenue recognition**

Revenue is recognized and expenditure is accounted for on their accrual. Interest and other costs in connection with borrowing of funds to the extent related / attributed to the acquisition / construction of qualifying fixed assets are capitalized up to the date when such assets are ready for its intended use. Other borrowings costs are charged to Profit and Loss Accounts.

**(10) AS 10: Accounting for Fixed Assets.**

- a) Fixed Assets are stated at the values at which they are acquired, less accumulated depreciation. The value at which fixed assets are acquired includes all related expenses up to the date of putting them to use.
- b) Mod vat Credit availed on acquisition of Fixed Assets is reduced from the cost of the concerned assets.
- c) The Fixed Assets of the company are insured against fire risks for the acquisition Value / market value whichever applicable.

**(11) AS 11: Accounting for effects in foreign exchange rates.**

Since the company doesn't have any transactions during the year. Hence the above standard is not applicable to the Company

**(12) AS 12: Accounting for Government grants.**

The company has not received any grant from the Government during the year .



**(13) AS 13: Accounting of Investments.**

Current investments are valued at lower of cost and fair value.

**(14) AS 14: Accounting for amalgamations.**

The above standard is not applicable as there was no amalgamation during the year.

**(15) AS 15: Accounting for retirement benefit.**

Leave encashment is at the discretion of the management and is charged off to revenue in the year of payment. Accounting for Gratuity was made on Cash basis.

**(16) AS 16: Borrowing cost.**

Interests on borrowings to finance fixed assets are capitalized only if the borrowing costs are attributable to the acquisition of fixed assets that take a substantial period of time to get ready for its intended use. Expenditure incurred on alteration/temporary constructions is charged off as expenditure under appropriate heads of expenditure in Profit and Loss account in the year in which it is incurred.

**(17) AS 17: Segment reporting**

Since the company's business activity falls within a single business segment, there is no additional disclosures to be provided under account standard 17-'segment reporting' other than those already provided in the financial statements.

**(18) AS 18: Related party disclosure:**

There is no related party transactions during the year.

**(19) AS 19: Leases.**

There is no lease agreement between the company and others. Hence this standard is not applicable.

**(20) AS 21: Consolidated financial statements.**

The standard is not applicable since the company does not have Subsidiary company

**(21) AS 22: Accounting for taxes on income.**

Provision is made for income tax liability estimated to arise on the results for the year at the current rate of tax in accordance with the Income Tax Act 1961.

In accordance with the Accounting Standard – 22, Accounting for Taxes on Income, issued by the Institute of Chartered Accountants of India (ICAI), and effective from 1st April 2001

and in accordance with the listing Agreements with the respective stock exchanges, the Company has recognized the deferred tax liability in the accounts whereby:

1. The Net deferred tax liability arising on account of timing differences at 31-03-2019 is Rs. 3,23,857/-
2. Deferred Tax resulting from timing differences between book and tax profits is accounted for under the liability method, at the current rate of tax.
3. Deferred tax assets / liabilities arising on account of brought forward losses and unabsorbed depreciation are recognized only when there is virtual certainty supported by convincing evidence that such assets will be realized. Deferred tax assets/liabilities arising on other temporary timing differences are recognized only if there is a reasonable certainty of realization.

**(22) AS 23: Accounting for investments in associates**

The above standard is not applicable to this Company as there are no associates.

**(23) AS 24: Discontinuing Operations.**

The company has not discontinued any operations during the year.

**(24) AS 25: Interim Financial Reporting**

Since the company is a Public Ltd Company quarterly financial results are sent to all Stock Exchanges.

**(25) AS 26: Intangible Assets.**

The company has not acquired any intangible assets during the year and hence the standard is not applicable.

**(26) AS 27: Financial Reporting of interests in joint ventures.**

This standard is not applicable to this company.

**(27) Provisions, Contingent liabilities and Contingent Assets**

Provisions are recognized for liabilities that can be measured only by using a substantial Degree of estimation, if

The Company has a present obligation as a result of a past event.

a) A probable outflow of resource is expected to settle the obligation; and

b)The amount of the obligation can be reliably estimated

Contingent liability is disclosed in case of:

- a) A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation,
- b) A present obligation when no reliable estimate is possible; and
- c) A possible obligation arising from past events where the probability of outflow of resources is not remote.

Contingent Assets are neither recognized, nor disclosed. Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet Date.

**(28) Previous year figures:**

The Revised Schedule VI has become effective from 1<sup>st</sup> April, 2011 for the preparation of Financial Statements. This has significantly impacted the disclosures and presentations made in the Financial Statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosures.

**As per our Report of even date annexed  
For PARTHASARATHY, SANKARAN & ASSOCIATES  
Chartered Accountants  
FRN: 09258S**

**Sd/-**

**K.A.PARTHASARATHY  
Partner  
M.No. 09870**

**Place: Chennai  
Dated: 30.05.2019**

# **Telesys Info-Infra (I) Limited**

**CIN:** L70200TN1992PLC023621

**Regd. Office:** No.5 Damodaran Street, Kellys, Kilpauk, Chennai-600 010

## **PROXY FORM**

### **27<sup>th</sup> ANNUAL GENERAL MEETING 2018-2019**

[Pursuant to this Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : Telesys Info-Infra (I) Limited

Registered office: No.5, Damodaran Street, , Kellys, Kilpauk, Chennai-600 010

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email-Id: \_\_\_\_\_

Folio No/Client ID: \_\_\_\_\_ DPID: \_\_\_\_\_

I/We, being the member (s) holding \_\_\_ shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mailId: \_\_\_\_\_

Signature: \_\_\_\_\_

As my/ our proxy to attend and vote (on a poll)for me/ us and on my/our behalf at the27<sup>th</sup> Annual General Meeting of Telesys Info-Infra (I) Limited to be held on 30<sup>th</sup> day of September, 2019 at 09.30 A.M. on Monday at registered office and at any adjournment thereof in respect of such resolutions are indicated below:

Sr. No.	Resolutions	For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1)	To consider and adopt the Audited Financial Statement for the financial year ended 31 <sup>st</sup> March, 2019			
2)	To appoint a director in place Sri Rajendhiran Jayaram - Director, [ DIN: 01784664],who retires by rotation and being eligible offers himself for re-appointment.			
<b>SPECIAL BUSINESS</b>				
3)	<b>Regularization of Appointment of Mr. Murali Chengalvarayan (DIN: 085101531) as a Non-Executive Independent Director.</b>			
4)	<b>Regularization of Appointment of Smt. Durga Devi Jaikumar (DIN: 08510443) as a Non-Executive Independent Director.</b>			
5)	<b>To Consider And If Thought Fit To Pass With Or Without Modification (S): To Consider The Conversion Of Loans/Advances Received From M/S. Chemiecarb Private Limited(Non-Promoter),Into Equity Shares That Was Used For Working Capital Requirement Corporate Requirements Of The Company.</b>			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

**TELESYS INFO INFRA (INDIA) LIMITED**

**Regd. Office:** New No. NO. 5, Damodaran Street Kellys, Kilpauk, Chennai 600010.,

To be handed over at the entrance of the Meeting Hall

**ATTENDANCE SLIP**

**27<sup>th</sup> ANNUAL GENERAL MEETING**

I hereby record my presence at the **27<sup>th</sup> ANNUAL GENERAL MEETING** held on Monday, 30<sup>th</sup> September 2019 at 9.30 a.m. at Murugan Thirumana Maligai, No:136/48, S.R.P. Koil street, Agaram, Chennai – 600082 Reg. Folio No./DP ID & Client ID\* \_\_\_\_\_

No. of Shares: \_\_\_\_\_

Full Name of the Shareholder (in block letters)	Signature
**Full Name of the Proxy (in block letters)	Signature

\* Applicable for Investors holding Shares in electronic (Dematerialized) form. \*\* (To be filled in if the Proxy attends instead of the Member)

**E-VOTING PARTICULARS**

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>
<b>190903063</b>	Folio No./Client ID	Pan Number / Bank Account No. / Date of Birth

The e-voting facility will be available during the following voting period.

<b>Commencement of e-voting</b>	<b>Ending of e-voting</b>
Friday, 27 <sup>th</sup> September, 2019 at 9.00 A.M.	Sunday, 29 <sup>th</sup> September, 2019 at 5.00 P.M.

**Note:** Please refer the details and instructions from integral part of the Notice for the Annual General Meeting.

