



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

Secretarial compliance report of Telesys Info-Infra(I) Limited (Formerly known as Telesys Software Ltd) for the year ended 31st March, 2019 issued under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have examined:

- (a) all the documents and records made available to us and explanation provided by Telesys Info-Infra (I) Limited
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended 31st March, 2019 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the year under review, the Company has filed its quarterly, half yearly and yearly returns as required under Regulation 7, 13, 27, 30, 31, 33, 34, 40, 55A, 44 and other applicable regulation with BSE in time. The Company has disclosed the relevant material facts and events to both the Exchanges in time.

- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

During the year under review, the Company has not issued any capital.

- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

During the year under review, the Company has not received any communication for Substantial Acquisition of Shares and Takeovers of the company.

- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

During the year under review, the Company has not brought back any of its Securities.

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- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

During the year under review, the Company has not issued any shares/ securities to its employee.

- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

During the year under review, the Company has not issued any debt securities.

- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

During the year under review, the Company has not issued any Non-Convertible and Redeemable Preference Shares.

- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

During the year under review, the Company has not received declaration from the Promoters, Directors and Senior Managerial Personnel as required under the regulation regarding the holding of Company securities and there was no trading in the securities of the Company by the Promoters, Directors and Senior Managerial Personnel.

and circulars/ guidelines issued thereunder;

The Company was compulsorily delisted from the SE. The same was challenged by the Company before the Securities Appellate Tribunal. Pursuant to the direction of Hon'ble SAT, BSE has restored the company.

Based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1		No deviation	

During the period of delisting the SE portal did not allow the company to file any returns as required under SEBI LODR from 1st Quarter. However subsequently the company as directed by the SE filed the respective returns with SE.

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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: N.A.

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any.
		Not Applicable		

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: N.A.

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the yearended 31/03/2019 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
		Not Applicable		

For Ramesh Chandra Mishra & Associates.
Company Secretaries

Place: Mumbai

Date: 20/05/2019

Ramesh
Ramesh Mishra
Proprietor
C.P. No.: 3987
M. No.: 5477

