

TELESYS INFO – INFRA (I) LIMITED

(Formerly known as Telesys Software Ltd.)

CIN: L70200TN1992PLC023621

GSTIN: 33AABCT1582G2ZJ

Date: 28.11.2022

To

Department of Corporate Services,

BSE Limited

25th Floor,

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai - 400 001.

BSE CODE: 532315

SUBJECT: NOTICE OF EXTRA-ORDINARY GENERAL MEETING ("EOGM")

Further, to our communication dated 28 October 2022 and 19-11-2022 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we submit herewith the Notice of Extra-Ordinary General Meeting ("EGM") scheduled to be held on Wednesday, December 21, 2022 at 2:00 P.M (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in accordance with the circular issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI").

In compliance with above mentioned circulars, the Notice of Extra-Ordinary General Meeting has been sent in electronic mode to Members whose email IDs are registered with the Company or the Depository Participant(s).

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, the Company is providing the facility to Members to exercise their right to vote by electronic means on Resolutions proposed to be passed at EOGM. The Company has engaged CDSL for providing facility for voting through remote e-Voting and voting at the EOGM for participation in the EOGM through VC/OAVM and e-Voting during the EOGM. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, December 15, 2022 to Wednesday, December 21, 2022 (both days inclusive).

Key information:

Cut-off Date	Wednesday, December 14, 2022
Day, Date and time of commencement of remote e-Voting	Sunday, December 18, 2022 at 9:00 a.m. (IST)
Day, Date and time of end of remote e-Voting	Tuesday, December 20, 2022 at 5:00 p.m. (IST)
Extra-Ordinary General Meeting	Wednesday, December 21, 2022 at 2:00 P.M

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The copy of the Notice of EOGM is also available on the Website of the Company at www.telesys.in and on the website of the Stock Exchange i.e., BSE limited at www.bseindia.com and on the CDSL website at www.evotingindia.com

Kindly acknowledge and take on record the same.

Thanking you,

For Telesys Info-Infra(I)Limited,
(Formerly known as Telesys Software Limited)



RAJENDHIRAN JAYARAM
Whole Time Director
(DIN:01784664)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF TELESYS INFO-INFRA (I) LIMITED (FORMERLY KNOWN AS TELESYS SOFTWARE LIMITED) WILL BE HELD ON WEDNESDAY, 21ST DAY OF DECEMBER 2022 AT 02.00 P.M IST THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS(ES) :

SPECIAL BUSINESS(ES):

ITEM NO. 1: TO CONSIDER THE CONVERSION OF LOAN INTO SUBSCRIPTION OF EQUITY SHARES THAT WAS USED EARLIER FOR THE PURPOSE OF WORKING CAPITAL REQUIREMENT:

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

“**RESOLVED THAT** pursuant to section 39,42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the “Companies Act 2013”) and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company and as per the consent of the members 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 up to Rs. 20,31,76,000/- (Rupees Twenty crore Thirty-one Lakhs seventy six Thousand only) as on 28th October 2022 by the following companies towards any future subscription in one or multiple tranches of equity 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:

Sr. No.	Name	Loan Outstanding as on 28 th October 2022(Rs.)
1.	Satyatej Vyapaar Private Limited CIN : U51109WB1993PTC061116	7,00,00,000
2.	Rover Finance Limited CIN : U65999MH1993PLC304765	1,66,00,000
3.	Creative Tradelink Private Limited CIN : U51900MH2012PTC226030	2,00,00,000
4.	Tribhuvan Pharmaceuticals Private Limited CIN : U85110RJ2012PTC038353	1,65,00,000
5.	Kirti Cosmetics Private Limited CIN : U24233UP2011PTC047504	2,80,00,000
6.	Somnath General Suppliers Private Limited CIN : U51909MH2010PTC203791	1,20,76,000
7.	Chemicarb Private Limited CIN : U74999KA1983PTC005447	4,00,00,000
	Total	20,31,76,000

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“RESOLVED FURTHER THAT pursuant to 62 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules , 2014 and the Memorandum & Articles of Association of the Company and any other applicable laws / rules / regulation, the company shall not be required to open a separate Bank Account and comply the applicable provisions of section 39 & 42 of the Companies Act, 2013 and rules framed thereunder in connection with the conversion of the above loan of the Proposed promoter Director, in one or multiple tranches, towards future subscription of equity 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 up to Rs. 20,31,76,000/- (Rupees Twenty crore Thirty-one Lakhs seventy six Thousand only) as on 28-10-2022 given by the above Body Corporates and companies to the company on various occasions as mentioned in the Explanatory statement to this notice be and hereby treated /considered as the utilization of fund towards the subscription proceeds of any issue of share capital of the company.”

“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 .”

ITEM NO. 2 : PREFERENTIAL ISSUE AND ALLOTMENT OF 1,14,31,121 EQUITY SHARES OF FACE VALUE OF RS 10/- EACH TO NON-PROMOTER(S) OF THE COMPANY :

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

“RESOLVED THAT pursuant to the provisions of Section Sections 23(1)(b), 39,42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013,as amended (“Companies Act”) read Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, as amended from time to time, and various rules, regulations, circulars, press notes, clarification issued by the Securities and Exchange Board of India, including but not restricted to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and subsequent amendments thereto, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) and amendments thereto, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“SEBI”) (“SEBI Regulations”), the Reserve Bank of India (“RBI”) and the stock exchanges where the shares of the Company are listed (“Stock Exchanges”) and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions of the appropriate statutory authorities ,if any, and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the

'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot 1,14,31,121 Equity Shares of face value of Re. 10/- each ("Equity Shares"), fully paid up, for cash, at a price 19/- per share (at premium of Rs. 9/-) the price determined in accordance with Chapter V of SEBI ICDR Regulations, on a preferential basis to the non-promoters whichever is higher in one or multiple tranches and on such terms and conditions and in such manner, as the Board may think fit and proper and in its absolute discretion."

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of 1,14,31,121 equity shares would **21-11-2022** which would be the date falling 30 days prior to date of EGM and the floor price as calculated as per ICDR Regulation 2018 is of Rs. 19/- (Rupees Nineteen only)."

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 1,14,31,121 Equity Shares of face value of Re. 10/- each ("Equity Shares"), fully paid up, for cash, at a price 19/- per share (including premium of Rs. 9/-) as recomputed under the said Regulation to the person belongs to non-promoter group:

"RESOLVED FURTHER THAT the members be and hereby accorded their consent to the conversion of the loan (ICD's) aggregating of Rs.20,31,76,000/- as on 28-10-2022 advanced by the following Body corporates to the Company towards the subscription amount for the proposed preferential issue of 1,14,31,121 equity shares of face value of Rs 10/- each at an issue price of Rs 19/- per share :

Sl. No.	Name of Companies	ICD'S/Loan and advances (Rs.) as on 28 th October,2022	Amount to be utilized for subscription of shares (Rs.)
1.	Satyatej Vyapaar Private Limited CIN : U51109WB1993PTC061116	7,00,00,000	7,00,00,000
2.	Rover Finance Limited CIN : U65999MH1993PLC304765	1,66,00,000	1,66,00,000
3.	Creative Tradelink Private Limited CIN : U51900MH2012PTC226030	2,00,00,000	2,00,00,000
4.	Tribhuvan Pharmaceuticals Private Limited CIN : U85110RJ2012PTC038353	1,65,00,000	1,65,00,000
5.	Kirti Cosmetics Private Limited CIN : U24233UP2011PTC047504	2,80,00,000	2,80,00,000
6.	Somnath General Suppliers Private Limited CIN : U51909MH2010PTC203791	1,20,76,000	1,20,76,000
7.	Chemcarb Private Limited CIN : U74999KA1983PTC005447	4,00,00,000	4,00,00,000
	Total	20,31,76,000	20,31,76,000

The Statutory Auditor M/s. Venkat & Rangaa LLP, Chartered Accountants (FRN -0004597S) confirmed that as on 28-10- 2022 the company has accepted Rs. 20,31,76,000/- approximately as Loan from the above said parties/proposed allottees.

A certificate from the Statutory Auditor of the in this regard attached for your consideration. Board at their meeting held on 28-10- 2022 considered the proposal of Conversion of Loan of the above said parties/proposed allottees into Equity Shares and feels it as the best option to allow the above said parties/proposed allottees to subscribe the shares against up to a value of Rs. 20,31,76,000/-.

The Allotees have requested the Board to consider the loans and advances already given to give in future to adjust against any issue of equity shares and balance with cash.

Your company is proposing to offer and issue up to 1,14,31,121 equity shares of face value of Rs. 10/- each and at a subscription price of 19/- each of the company in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the non-promoters.”

“**RESOLVED FURTHER THAT** the members be and hereby approved the issue and allotment of 1,14,31,121 equity shares of face value of Re. 10/- each (“Equity Shares”), fully paid up, for cash, at a price 19/- per share (including premium of Rs. 9/-) to the following allottees:

A. ISSUE OF 1,14,31,121 EQUITY SHARES:

Sr. No	Name	Proposed Shares	At Price (Rs.) per share	Total Amount (Rs.)
1.	Satyatej Vyapaar Private Limited * CIN : U51109WB1993PTC061116	36,84,210	19/-	6,99,99,990
2.	Rover Finance Limited* CIN : U65999MH1993PLC304765	8,73,684	19/-	1,65,99,996
3	Creative Tradelink Private Limited. * CIN : U51900MH2012PTC226030	10,52,631	19/-	1,99,99,989
4	Tribhuvan Pharmaceuticals Private Limited* CIN : U85110RJ2012PTC038353	8,68,421	19/-	1,64,99,999
5	Kirti Cosmetics Private Limited. * CIN : U24233UP2011PTC047504	14,73,684	19/-	2,79,99,996
6	Somnath General Suppliers Private Limited. * CIN : U51909MH2010PTC203791	6,35,578	19/-	1,20,75,982
7	Chemicarb Private Limited. * CIN : U74999KA1983PTC005447	21,05,263	19/-	3,99,99,997
8	Asmita Subhash Sarphale	1,47,060	19/-	27,94,140
9	Nitin Arvind Oza	1,76,470	19/-	33,52,930
10	Manas Ranjan Palo	1,47,060	19/-	27,94,140
11	Sachin Shankar Shivgan	60,000	19/-	11,40,000
12	Ira Mishra	60,000	19/-	11,40,000
13	Lokanath S Mishra	1,47,060	19/-	27,94,140
	Total	1,14,31,121		21,71,91,299

***Conversion of Loan into Equity**

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“RESOLVED FURTHER THAT in case the preferential issue is of Equity Shares, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares;
- b. The Equity Shares so offered, issued and allotted to the Proposed Allottee, shall be issued by the Company for cash consideration;
- c. The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d. The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within the time prescribed under the applicable laws;
- e. The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f. The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations; and
- g. The Equity Shares will be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares or Warrants, as the case may be.

Any Loan (Loan Includes Prior Loan) outstanding in the Books of the company as on 28-10-2022 from the below Non-Promoter allottee(s) shall be adjusted towards the subscription amount of 1,14,31,121 Equity shares of Rs.10/- each proposed to be allotted to them (Non-promoter group), which shall be treated as part / full payment of the initial/ final subscription amount and balance amount, if any, to be paid before the date of allotment of shares:

Sr. No	Name	Loan Given (Rs.) as on 28-10-2022	Amount payable on proposed subscription (Rs.)	Total outstanding Loan to be adjusted against the subscription (Rs.)
1.	Satyatej Vyapaar Private Limited	7,00,00,000	6,99,99,990	6,99,99,990

	CIN : U51109WB1993PTC061116			
2.	Rover Finance Limited CIN : U65999MH1993PLC304765	1,66,00,000	1,65,99,996	1,65,99,996
3	Creative Tradelink Private Limited CIN : U51900MH2012PTC226030	2,00,00,000	1,99,99,989	1,99,99,989
4	Tribhuvan Pharmaceuticals Private Limited CIN : U85110RJ2012PTC038353	1,65,00,000	1,64,99,999	1,64,99,999
5	Kirti Cosmetics Private Limited CIN : U24233UP2011PTC047504	2,80,00,000	2,79,99,996	2,79,99,996
6	Somnath General Suppliers Private Limited. CIN : U51909MH2010PTC203791	1,20,76,000	1,20,75,982	1,20,75,982
7	Chemicarb Private Limited. CIN : U74999KA1983PTC005447	4,00,00,000	3,99,99,997	3,99,99,997

“RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “Relevant Date” shall be **21-11-2022**, being the date 30 (thirty) days prior to the date of this Extra-ordinary General Meeting.
“

“RESOLVED FURTHER THAT subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, the Board or the Committee constituted thereunder be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investors, as may deem expedient.”

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

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares or Warrants, as the case may be.”

**Telesys Info-Infra (I) Limited
(Formerly known as Telesys Software Limited)**

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

“AND RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares or Warrants, as the case may be, to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Equity Shares or Warrants, as the case may be, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For Telesys Info-Infra (I) Limited
(Formerly known as Telesys Software Limited)

Sd/-

Rajendhiran Jayaram
Whole-time Director
(DIN : 01784664)

Date: 19.11.2022

Place: Chennai

REGISTERED OFFICE:

No. - 1/L Blackers Road,
2F Gaiety Palace,
2nd Floor Chintadripet
Chennai TN 600002 IN

Telesys Info-Infra (I) Limited
(Formerly known as Telesys Software Limited)

Email: telesys1992@yahoo.com

Website: www.telesys.in

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item Nos. 1 & 2 forms part of this Notice.
2. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of annual general meeting (EOGM) through video conferencing (VC) or other audio visual means (OAVM) read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as 'MCA 441 Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – COVID-19 pandemic' ('SEBI Circular') permitted the holding of the EOGM through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars & SEBI Circular, the Extra-ordinary General Meeting (EOGM) of the Company is being held through VC/OAVM on Wednesday, December 21, 2022 at 02:00 pm .The deemed venue for the EOGM will be at No. - 1/L Blackers Road, 2F Gaiety Palace 2nd Floor Chintadripet chennai Chennai TN 600002 IN.
3. Since the Extra-ordinary General Meeting (EOGM) will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the EOGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of EOGM
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EOGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for

the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Sunday, December 18, 2022 at 9:00 a.m. (IST) and end on Tuesday, December 20, 2022 at 5:00 p.m. IST. The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., Wednesday, December 14, 2022.
6. Any person who is not a member post cut-off date should treat this notice for information purposes only.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM.
8. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Wednesday, December 14, 2022, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) cameosys@cameoindia.com / murali@cameoindia.com. However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
9. CS Ramesh Mishra, Practising Company Secretary (Membership No. FCS 5477 CP No. 3987) from M/s Ramesh Mishra & Associates, vide Board Resolution dated 19-11-2022 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
10. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour

or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.

- 11.** The Results shall be declared after the EOGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.telesys.in and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the EOGM of the Company and the same will also be communicated to the Stock Exchanges.
- 12.** To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
- 13.** In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EOGM along is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice will also be available on the Company's website www.telesys.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com>. The Company will also be publishing an advertisement in newspaper containing the details about the EOGM i.e. the conduct of EOGM through VC/ OAVM, date and time of EOGM, availability of notice of EOGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
- 14.** In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021, the Annual Report 2021-22, the Notice of the EOGM and the Instructions for e-Voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company/ respective Depository Participants. Members may also note that the Notice convening the EOGM are also available on the Company's website www.telesys.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility) <https://helpdesk.evoting@cdslindia.com>.
- 15.** The Members can join the EOGM in the VC / OAVM mode 15 minutes before and after the

scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.

- 16.** Members attending the EOGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 17.** The Members who have cast their vote by remote e-voting prior to the EOGM may also attend/ participate in the EOGM through VC / OAVM but shall not be entitled to cast their vote again.
- 18.** Pursuant to Section 91 of the Act the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, December 15,2022 to Wednesday, December 21, 2022 (both days inclusive) for the purpose of EOGM.
- 19.** The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of EOGM by the members based on the request being sent on telesys1992@yahoo.com.
- 20.** Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
- 21.** As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.

22. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
23. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
24. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.
25. All communications/ queries in this respect should be addressed to our RTA, Cameo Corporate Services Limited to its email address cameosys@cameoindia.com / murali@cameoindia.com.
26. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

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

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below:

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e-voting services provided by CDSL.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EOGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EOGM will be provided by CDSL.
3. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee,

Auditors etc. who are allowed to attend the EGM/EOGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EOGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at www.telesys.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.evotingindia.com respectively. The EOGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EOGM) i.e. www.evotingindia.com.
7. The EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose EOGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their EOGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021. MCA general circular no. 02/2022 dated 05-05-2022 has further decided to allow the companies to organize AGM through VC or OAVM in the year 2022 on or before 31st December, 2022 in accordance with the requirements laid down in Para 3 & 4 of General Circular Nos. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EOGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Sunday, December 18, 2022 at 9:00 a.m.(IST) and end on Tuesday, December 20 , 2022 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-

off date (record date) of Wednesday, December 14, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service

	<p>provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN - 221121005 for the relevant **“Telesys Info-Infra (I) Limited, (Formerly known as Telesys Software Limited)”** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (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) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - f. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; www.telesys.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EOGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EOGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EOGM.
4. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting i.e. Friday, December 16, 2022 mentioning their name, demat account number/folio number, email id, mobile number at telesys1992@yahoo.com. The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at telesys1992@yahoo.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EOGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EOGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

Cameo Corporate Services Limited,

1, Club House Rd, Express Estate,

Royapettah, Chennai,

Tamil Nadu 600002

Mail Id - cameosys@cameoindia.com / murali@cameoindia.com

By Order of the Board of Directors

For Telesys Info-Infra (I) Limited

(Formerly known as Telesys Software Limited)

Sd/-

Rajendhiran Jayaram

Whole-time Director

(DIN : 01784664)

Date: 19.11.2022

Place: Chennai

REGISTERED OFFICE:

No. - 1/L Blackers Road,
2F Gaiety Palace,
2nd Floor Chintadripet
Chennai TN 600002 IN

Email: telesys1992@yahoo.com

Website: www.telesys.in

Telesys Info-Infra (I) Limited
(Formerly known as Telesys Software Limited)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013("ACT") AND CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 ("SEBI ICDR REGULATIONS"), AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 1:

The Company, from time to time has obtained loans and advances from the following Proposed Allottees:

Sr. No	Name	Loan Given (Rs.) as on 28-10-2022	Amount payable on proposed subscription (Rs.)	Total outstanding Loan to be adjusted against the subscription (Rs.)
1.	Satyatej Vyapaar Private Limited CIN : U51109WB1993PTC061116	7,00,00,000	6,99,99,990	6,99,99,990
2.	Rover Finance Limited CIN : U65999MH1993PLC304765	1,66,00,000	1,65,99,996	1,65,99,996
3	Creative Tradelink Private Limited. CIN : U51900MH2012PTC226030	2,00,00,000	1,99,99,989	1,99,99,989
4	Tribhuvan Pharmaceuticals Private Limited CIN : U85110RJ2012PTC038353	1,65,00,000	1,64,99,999	1,64,99,999
5	Kirti Cosmetics Private Limited. CIN : U24233UP2011PTC047504	2,80,00,000	2,79,99,996	2,79,99,996
6	Somnath General Suppliers Private Limited. CIN : U51909MH2010PTC203791	1,20,76,000	1,20,75,982	1,20,75,982
7	Chemicarb Private Limited. CIN : U74999KA1983PTC005447	4,00,00,000	3,99,99,997	3,99,99,997
Total		20,31,76,000		

As on 28-10-2022 up to Rs. 20,31,76,000/- is outstanding and the company deployed the loans received from the above said proposed allottees towards working capital, general corporate purpose and other creditors requirements, without any interest upto 30th June,2023.

The Board assured them that when there will be any expansion of capital, that time they will be given an option to subscribe the capital of the company and their outstanding's will be adjusted against the subscription amount.

The Board at their meeting held on 28-10-2022 decided to consider conversion of Loan of the above said lenders/proposed allottees of the Company approved the same.

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

Telesys Info-Infra (I) Limited
(Formerly known as Telesys Software Limited)

The Statutory Auditor M/s. Venkat & Rangaa LLP, Chartered Accountants confirmed that as on 28-10-2022, the Company has accepted Loans from the above said lenders/proposed allottees up to Rs. 20,31,76,000/- of the Company. A certificate from the Statutory Auditor about the Loans from the above said proposed allottees up to Rs. 20,31,76,000/- of the Company is available for inspection at the registered office of the company during the business hours till the date of the meeting between 11.00 a.m. to 01.00 p.m. and the copy of the same made available to any member free of cost.

Extracts of the Board Resolution dated 28-10-2022 which includes the Term & Conditions of the Conversion of the Loan of the above said proposed allottees 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 11.00 a.m. to 01.00 p.m. and the copy of the same made available to any member free of cost.

The salient features of the Loans of the above said proposed allottees up to Rs. 20,31,76,000/- now liable to be used for the purpose of this issues:

1. The Loans from the above said proposed allottees up to Rs. 20,31,76,000/- to be used as subscription money in any future capital dilution of any fresh issue of capital.
2. The Loan and advances from the above said proposed allottees up to Rs. 20,31,76,000/- may be used for future allotment of any shares/Convertible warrants Up to 30.06.2023 or may be repaid before that.
3. Interest on the Above Loan Up to 30.06.2023 is Nil. There after @ 12% P.A.
4. Utilization of the Loan and Advances: The Loan was taken by the company on various occasions to meet with the meeting with working capital needs be considered as part of the object of any future issue.
5. In this issue the above said proposed allottees applied for 1,06,93,471 equity shares of face value of Rs. 10/- each of & at a issue price of Rs. 19/- each.

Non-Promoters					
Sl. No.	Name	Loan Outstanding as on 28-10-2022 (Rs.)	No of proposed shares to be issued	Issue Price	Loan to be adjusted towards the subscription of shares (Rs.)
1	Satyatej Vyapaar Private Limited	7,00,00,000	36,84,210	19/-	6,99,99,990
2	Rover Finance Limited	1,66,00,000	8,73,684	19/-	1,65,99,996
3	Creative Tradelink Private Limited	2,00,00,000	10,52,631	19/-	1,99,99,989
4	Tribhuvan Pharmaceuticals Private Limited	1,65,00,000	8,68,421	19/-	1,64,99,999
5	Kirti Cosmetics Private Limited	2,80,00,000	14,73,684	19/-	2,79,99,996

6	Somnath General Suppliers Private Limited	1,20,76,000	6,35,578	19/-	1,20,75,982
7	Chemicarb Private Limited	4,00,00,000	21,05,263	19/-	3,99,99,997
	Total	20,31,76,000	1,06,93,471		20,31,75,949

The explanatory statement given in item no. 2 also forms a part of Loan converting into Equity

The Board of Directors recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relative is in anyway concerned or interested in the proposed resolution except to the extent of their shareholding in the Company.

Accordingly, the Board recommends passing of the resolutions set out at Item No 1 for approval of the Members through remote e-voting and e-voting at EOGM dated 21-12-2022.

ITEM NO. 2:

In accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company had proposed preferential allotment of 1,23,52,941 equity shares of face value of Re. 10/- each ("Equity Shares"), fully paid up, for cash, at a price 17/- per share (including premium of Rs. 7/-) to the following allottees shares to the following persons and the members at their meeting held on 12th March 2021 approved the same unanimously.

The company has made an application under regulation 28(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. At that time of application to BSE, the trading of shares of the company was under suspension. BSE directed the company to withdraw the said application as it was not in conformity with the condition for issue of shares on a preferential basis as under SEBI (ICDR), Regulations 2018.

Considering the Business requirements and after due consultation with the proposed corporate allottees the company accepted their (upto) subscription amount as agreed at that time as Loan which to be converted into equity shares at a later period and in accordance with the SEBI (ICDR) Regulations, 2018.

The Company at its Board meeting held on 28-10-2022 accepted the Loan/ ICD's from the following companies which as per section 42 & 62 of the Companies Act, 2013 which is to be utilized towards conversion into equity shares. These loans standing in the Books of the Company from the below lenders on or before 30th June 2023 needs to be utilized for the purpose of conversion of loan and will not carry any interest thereon, in one or multiple tranches. This loan and advances shall be used towards subscription amount of the future issue of capital of the company.

Sr. No	Name	Proposed Shares	At Price per share (Rs.)	Total Amount (Rs.)
1.	Satyatej Vyapaar Private Limited CIN:U51109WB1993PTC061116	36,84,210	19/-	6,99,99,990
2.	Rover Finance Limited CIN:U65999MH1993PLC304765	8,73,684	19/-	1,65,99,996
3	Creative Tradelink Private Limited CIN:U51900MH2012PTC226030	10,52,631	19/-	1,99,99,989
4	Tribhuvan Pharmaceuticals Private Limited CIN : U85110RJ2012PTC038353	8,68,421	19/-	1,64,99,999
5	Kirti Cosmetics Private Limited CIN: U24233UP2011PTC047504	14,73,684	19/-	2,79,99,996
6	Somnath General Suppliers Private Limited CIN:U51909MH2010PTC203791	6,35,578	19/-	1,20,75,982
7	Chemicarb Private Limited CIN: U74999KA1983PTC005447	21,05,263	19/-	3,99,99,997
	Total	1,06,93,471		20,31,75,949

Board at their meeting held on 28-10-2022 considered the proposal of Conversion of Loan of the above Companies into Equity Shares and /or subscription for the shares and feels it as the best option to allow the said Body corporates to subscribe the shares against up to a value of Rs. 20,31,75,949/-.

Your company is proposing to offer and issue up to 1,14,31,121 equity shares of face value of Rs. 10/- each and at a subscription price of 19/- each per shares of the company in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the above referred Body Corporates.

The above loan already been used by the company to meet with its working capital, general corporate and other business purpose. After the utilization of the outstanding loan into equity or towards subscription of the proposed equities the used funds shall be treated as part of the utilization of the fund and treated as the issue of proposed equity shares issued for cash.

The Statutory Auditor M/s. Venkat & Rangaa LLP, Chartered Accountants (FRN -0004597S) confirmed that as on 28-10-2022 the company has accepted Rs. 20,31,76,000/- (Rupees Twenty crore Thirty-one Lakhs seventy six Thousand only) approximately as Loan from below body corporates. This certificate from the statutory auditor of the company, extracts of the Board resolution dated 28-10-2022 and the Loan agreement with the respective parties will be available for inspection at the registered office of the company during business hours till the date of the meeting between 11 a.m. to 1 p.m. and the copy of the same can made available to any member free of cost.

Abridged Salient features of the Loan and advances of the Body corporates liable to be used for the purpose of subscription of shares by way of conversion of loan into equity shares):

Sl. No.	Name of the Lenders (Body Corporates)	Loan amount advanced as on 28-10-2022	Salient features of the Loan Agreement signed with the respective parties
1	Satyatej Vyapaar Private Limited CIN:U51109WB1993PTC061116	7,00,00,000	<p>1. The ICD/Loan of the respective companies will be converted into equity shares and/or used as subscription money for any future issue of equity shares of face value of Rs.10/- each on or before 30-06-2023 or such extended period as mutually agreed between the parties.</p> <p>2. Issue price shall be as per Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.</p> <p>3. Till 30-06-2023 the lenders will not charge any interest on the Loan there after the Interest will be charged @ 12% per annum.</p> <p>4. The Board of the Company reserve the right to allot the number of shares and time of the issue.</p> <p>5. the Lenders can seek the refund after 30-06-2023.</p> <p>6. Company can only use the funds to meet their working capital, general corporate purpose, issue expenses, refund to any other creditors.</p> <p>7. The lenders will give the demat no and PAN no and the proposed issue will be in demat mode.</p>
2	Rover Finance Limited CIN:U65999MH1993PLC304765	1,66,00,000	
3	Creative Tradelink Private Limited CIN:U51900MH2012PTC226030	2,00,00,000	
4	Tribhuvan Pharmaceuticals Private Limited CIN : U85110RJ2012PTC038353	1,65,00,000	
5	Kirti Cosmetics Private Limited CIN: U24233UP2011PTC047504	2,80,00,000	
6	Somnath General Suppliers Private Limited CIN:U51909MH2010PTC203791	1,20,76,000	
7	Chemcarb Private Limited CIN: U74999KA1983PTC005447	4,00,00,000	

In accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company will allot 1,14,31,121 (One Crore Fourteen Lakhs Thirty One Thousand One Hundred and Twenty One) Equity shares of Re. 10/- each of M/s. Telesys Info-Infra (I) Limited to the following proposed allottees – Non-promoter through Preferential allotment in proportionate to their shareholding as on the date of allotment.

As members are aware that the company needs fund for expanding the business and to meet its day to day requirement in the normal course of Business. The Board of Directors in their meeting held on

Telesys Info-Infra (I) Limited
(Formerly known as Telesys Software Limited)

28-10-2022 read with the revised board meeting dated 19-11-2022 decided to come up with a Preferential issue for raising the funds by way of issuing shares.

Further the members are also aware that the company had taken loan from the above non-Promoter body corporate's to meet its working Capital and general corporate and business requirements. As on 28-10-2022 the company has obtained the Loan which are subject to conversion into equity shares amounting upto Rs.20,31,76,000/- Approximately. The Company as on 28-10-2022 has deployed the loan of Rs. 20,31,76,000/- approximately to meet with its various requirements of short term requirements, tax obligations, settlement dues, working capital , Bank Guarantee , Bank Loan EMI/Obligations and general Corporate purposes.

In consultation with the Board and to going forward, the proposed Body Corporate allottees mentioned herein above agreed to convert the outstanding Loan of Rs. upto Rs. 20,31,76,000 as on 28-10-2022 into equity capital of the Company. Hence, this loan and advances shall be used towards subscription amount of any future issue of capital of the company.

The Board also clarified that part/full of the Outstanding Loans can also be used as initial subscription contribution or there after towards subscription of the shares which may be required as per chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The proposed Non-Promoters Allottees have been giving the company from time to time loans and advances without interest. The Allottees have requested the Board to consider the loans and advances already given to give in future to adjust against any issue of equity shares and balance with cash.

The Statutory Auditor M/s. Venkat & Rangaa LLP, Chartered Accountants (FRN -0004597S) confirmed that as on 28-10-2022 the company has accepted Rs. 20,31,76,000/- approximately as Loan from the above said Body Corporate non-promoter proposed allottees of the Company and the same is outstanding even today.

Board at their meeting held on 28-10-2022 considered the proposal of Conversion of Loan of the Loan from the above said Body Corporate non-promoter proposed allottees and feels it as the best option to allow them to subscribe the shares against a value of Rs. 20,31,76,000/-.

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

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

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

- d. The Company further confirms that even after this allotment the Company is in compliance with rule Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE);
- e. the company has obtained the Permanent Account Number and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts; and
- f. The Company has obtained a declaration from the proposed allottees that he has not sold any shares during the 90 trading days preceding the relevant date and also not willful defaulters or their any prohibition to subscribe the shares.

The Board of Directors of the Company in their meeting held on 28-10-2022 read with the revised board meeting dated 19-11-2022, approved raising of funds aggregating upto Rs. 21,71,91,299/- by way of issuance of upto 1,14,31,121 equity shares of Rs. 10/- each ("Equity Shares") at a price of Rs. 19/- per Equity Share to the above said proposed allottees of the Company (referred to as "the Proposed Allottees"), by way of a preferential issue through private placement offer, that has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations").

In accordance with Sections 23(1)(b), 39,42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 21,71,91,299/- by way of issue and allotment of 1,14,31,121 equity shares of Rs. 10/- each ("Equity Shares") at a price of Rs. 19/- per Equity Share, on a preferential basis to the Proposed Allottees as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of ICDR Regulations, are set out below:

(i) **Capital of the Company:**

The Authorized capital of the Company consists of 2,50,00,000 equity shares of face value of Rs.10/- each aggregating to Rs.25,00,00,000/-
At present the paid-up capital of the company consist of 1,00,09,900 equity shares of face value of Rs.10/- each aggregating to Rs. 10,00,99,000/-.

The Present issue consists of 1,14,31,121 equity shares of Rs. 10/- each. Post allotment of this preferential issue of 1,14,31,121 equity shares of Rs. 10/- each the paid-up capital of the company will be 2,14,41,021 equity shares of face value of Rs. 10/- each aggregating Rs. 21,44,10,210/-. The Authorized capital of the Company is presently adequate to absorb the proposed issue. The proposed allottee's consist of 7-Body Corporates and 6 Individuals.

(ii) **Date of Board Resolution:**

28th October,2022 read with Board meeting dated 19th November,2022

(iii) **Relevant Date:**

The Relevant Date for the purpose of determining the pricing of shares in accordance with under regulation 161 SEBI (ICDR) Regulations, 2018 is 21st November 2022, being the date that is 30 days prior to the date of the ensuing Extra - Ordinary General Meeting.

(iv) **The Objects of the issue through preferential issue:**

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

(v) **The total number of securities, kinds of securities and price at which security is being offered:**

Issuance of upto 1,14,31,121 (One Crore Fourteen Lakhs Thirty One Thousand One Hundred and Twenty One) Equity shares of face value of 10/- (Rupees Ten only) each at an issue price of 19/- (Rupees Nineteen only) per equity share each, in one or more tranches, for an aggregate amount of Rs. 21,71,91,299 (Rupees Twenty One Crore Seventy One Lakhs Ninety One Thousand Two Hundred and Ninety Nine only) on preferential basis.

(vi) **Basis or justification for the price (including the premium, if any) has been arrived at:**

As per Regulation 165* of the ICDR Regulations,2018 prescribes the minimum price at which a preferential issue shall be made as per the valuation report issued by the registered valuer named Manas Dash & Co – IBBI registered valuer (IBBI/RV/06/2019/12434) dated 28-10-2022 and same is available at the website of the company at [https:// www.telesys.in/investors/preferential issue 2022](https://www.telesys.in/investors/preferential-issue-2022) and also available at the registered office of the company.

(*As the shares of the company is infrequently traded for last 90 trading days preceding the relevant date and the volume is less than 10% of the paid-up capital during the 12 calendar months).

(vii) **Pricing:**

The issue price of Rs.19/- Per share of face value of Rs.10/- each and is in accordance with regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the **Relevant Date is 21-11-2022.**

The Valuation is Rs. 19 as per regulation 165 of the ICDR Regulation, 2018. Presently the shares of the company fall into the infrequently traded category. The price of the shares to be issued wherever required shall be re-computed/adjusted in accordance with the above said regulation.

Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Regulation 166A (1): Other conditions for pricing:

Any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso.

Considering the aforesaid requirements under Regulation 165 & 166A(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Articles of Association of the Company, we have determined the Fair Value of Equity Shares as per Regulation 165 read with Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and the fair price for subscription as per their valuation report will be Rs. 19/- per equity shares of a face value of Rs. 10/- each.

There are 3 allottees whose post preferential holding is more than 5% of the enhanced capital as under:

Sr. No.	Name of the allottees	Pre holding	Current allotment	Post holding	%
1	Satyatej Vyapaar Private Limited.	NIL	3684210	3684210	17.18%

2	Kirti Cosmetics Private Limited	NIL	1473684	1473684	6.87%
3	Chemicarb Private Limited.	NIL	2105263	2105263	9.82%

Same certificate is available at the website of the company at [https://www.telesys.in/investors/preferential issue 2022](https://www.telesys.in/investors/preferential%20issue%202022).

(viii) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:**

The Company has not made any preferential allotment during the current financial year 2022-23.

(ix) **Maximum number of securities to be issued:**

The maximum number of securities to be issued by the Company is 1,14,31,121.

The resolution set out in the accompanying notice authorizes the Board to issue to the allottee up to 1,14,31,121 Equity shares of face value of Re. 10/- each, in such manner and on such price, terms and conditions as may be determined by the Board or the committee framed thereunder, in accordance with the provisions of Chapter V of the Regulations.

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

(x) **Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:**

The preferential issue of shares is being made to the Specified Allottees who are not the Promoters of the Company and do not form part of the Promoter Group of the Company or connected with Key Managerial Person or any Director of the Company.

The Company has no identifiable promoter. Hence there were no Promoters and/or the members of the Promoter Group of the Company and also the Directors/Key Management Personnel of the Company do not intend to subscribe to the issue of such Shares. Hence no issue of equity shares is proposed to any Promoters or persons belonging to the Promoter Group or to any Key Managerial Person or any Director of the Company.

(xi) **Proposed Allottee's:**

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

Sr. N	Name	Category	PAN	Address
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0				
1	Satyatej Vyapaar Private Limited CIN:U51109WB1993PTC061116	Public (Non-Promoter)	AAECS4706J	Aloka House, 1st Floor, 6b, Bentinck Street Kolkata WB 700001 IN
2	Rover Finance Limited CIN: U65999MH1993PLC304765	Public (Non-Promoter)	AABCR4489A	129-B,Ansa Industrial Estate ,Saki Vihar Road, Sakinaka, Andheri(E) Mumbai MH 400072 IN
3	Creative Tradelink Private Limited CIN:U51900MH2012PTC226030	Public (Non-Promoter)	AAECC7087L	90, Ganpati Niwas, 4 th Floor, Old, Hanuman Lane Kalbadevi Road, Mumabi 400002, M.H
4	Tribhuvan Pharmaceutical Private Limited CIN:U85110RJ2012PTC038353	Public (Non-Promoter)	AAECT3462A	Laxmi Niwas Khoja Gate Road, Bundi Rajashthan 323001
5	Kirti Cosmetics Private Limited CIN: U24233UP2011PTC047504	Public (Non-Promoter)	AAECK5941R	G-8, R.S. Ashiyana Basera, Khel Ghav, Agar Up 282003
6	Somnath General Suppliers Private Limited CIN : U51909MH2010PTC203791	Public (Non-Promoter)	AAOCS6233Q	Flat No. 507, Trimurti Csh Jaihind Chs. Ltd Gulab Nagar, Khar Danda Sra Scheme Near Hanuman Marg, Mumbai 400052 M.H
7	Chemicarb Private Limited CIN: U74999KA1983PTC005447	Public (Non-Promoter)	AAECC4722C	Unit No. 207, 3rd Floor, EVA MALL No. 60, Brigade Road, Bangalore Bangalore KA 560025
8	Nitin Arvind Oza	Public (Non-Promoter)	AAAPO0470E	201, 2 nd Floor Paradise Apts 7 TH Junction And 4 TH Road, Santacruz (E), Mumbai 400055
9	Asmita Subhash Sarphale	Public (Non-Promoter)	ASBPK7712Q	A/101, Chandresh Lake CHS LTD Shirdi Nagar, Gala Nagar Nallasopara East – Palghar Maharashtra 401209
10	Sachin Shankar Shivgan	Public (Non-Promoter)	BMEPS7546E	Room No. 6, Gauri Shankar Chawal, Gaurishankar Wadi, V. P. Road, Dombivali East - 421201

11	Manas Ranjan Palo	Public (Non-Promoter)	AHYPP4435B	Flat No. 304, Rucha Apts, Plot No. D-11,Sec-20D, Airoli, Navi Mumbai 400708 Flat No. 304, Rucha Apts, Plot No. D-11,Sec-20D, Airoli, Navi Mumbai 400708
12	Ira Mishra	Public (Non-Promoter)	DDGPM060E	1204, Tower -6 L&T, Gate No 6, Emerald Isle, Powai, Mumabi 400072
13	Lokanath Mishra	Public (Non-Promoter)	AICPM310E	3-A, 104 Eden Rose Beverly Park Kanakia Mira Road(E), Thane Dist 401107

(xii) **Pre-Holdings of proposed allottee's**

As on date the following allottee's have pre-holdings:

Sr. No	Name	No of shares & %	Pre-holding Lock In release date
1	Mr. Nitin Arvind Oza	10 (0.00%)	29-05-2023
2	Mrs. Asmita Subhash Sarphale	10 (0.00%)	29-05-2023

Further, the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

(xiii) **Shareholding pattern of the Company before and after the Preferential Issue:**

The pre-shareholdings of promoter remain Nil and non-promoter is 100% and the post subscription of shares, the post shareholdings will be consisting of 2,14,41,021 equity shares of face value of Rs.10/- each, respectively.

Sl. No.	Category	Pre-holding Share Holdings		Post-holding Share Holdings	
		Number	%	Number	%
(A)	PROMOTERS -				
1.1	(a) Individuals	0	0	0	0
1.2	(b) Body Corporate	0	0	0	0
	Total (A)	0	0	0	0
(B)	PUBLIC				
2.1	FI/FII	0	0	0	
2.2	Banks	100	0.00%	100	0.00%
2.3	Individuals	93,19,709	93.10%	1,00,57,359	46.91%
2.4	HUF	2,59,156	2.59%	2,59,156	1.21%
2.5	Body Corporates	4,16,809	4.16%	1,11,10,280	51.82%
2.6	Clearing Members	900	0.01%	900	0.00%
2.7	Trust	2,800	0.03%	2,800	0.01%
2.8	NRI	10,426	0.10%	10,426	0.05%
	Total (B)	1,00,09,900	100	2,14,41,021	100
	Grand Total (A+B) =C	1,00,09,900	100	2,14,41,021	100

(xiv) **Time frame within which the preferential issue shall be completed:**

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, 2018, the allotment of equity shares, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

(xv) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee:**

Name of the Allottees	Ultimate Beneficial Owners	Pan Of Ultimate Beneficial Owners
Satyatej Vyapaar Private Limited CIN:U51109WB1993PTC061116	B Satish Kumar	AEDPB5857N
Rover Finance Limited CIN:U65999MH1993PLC304765	Ramesh Mishra	ACPPM8652F
	Sumita Mishra	AJSPM7729F
Creative Tradelink Private Limited CIN:U51900MH2012PTC226030	Ashish Maity	AVSPM8596Q
	Kamal Nandy	AHBPN7704N
	Lalit Kumar Soni	ARXPS9920M
Tribhuvan Pharmaceuticals Private Limited CIN: U85110RJ2012PTC038353	Rakesh Agarwal	ARKPA4968J
	Raju Paswan	AQCPP5976G

Kirti Cosmetics Private Limited CIN: U24233UP2011PTC047504	Binod Kahar	DBWPK4535G
	Biki Rana	BXQPR4384C
	Kusheshwar Yadav	AERP3280R
Somnath General Suppliers Private Limited CIN : U51909MH2010PTC203791	Sunil Mandal	CEPPM7135F
	Santosh Tibrewal	APJPT9378J
Chemicarb Private Limited CIN: U74999KA1983PTC005447	Arunachalam Arumugham	AAIPA9727A
Asmita Subhash Sarphale	Asmita Subhash Sarphale	ASBPK7712Q
Nitin Oza	Nitin Oza	AAAPO0470E
Manas Ranjan Palo	Manas Ranjan Palo	AHYPP4435B
Sachin Shankar Shivgan	Sachin Shankar Shivgan	BMEPS7546E
Ira Mishra	Ira Mishra	DDGPM060E
Lokanath S mishra	Lokanath S mishra	AICPM310E

(xvi) **The percentage of the post-preferential issue that may be held by the Proposed Allottee and change in control, if any, in the Company consequent to the Preferential issue:**

Sr. No.	Name of the proposed allottee	Category	Pre-Issue holding	%	No of equity shares proposed to be allotted	Post issue holding	%	Change in holding (%)
1	Satyatej Vyapaar Private Limited CIN:U51109WB1993PTC061116	Non-promoter (Body Corporate)	NIL	NIL	36,84,210	36,84,210	17.18%	100
2	Rover Finance Limited CIN:U65999MH1993PLC304765	Non-promoter (Body Corporate)	NIL	NIL	8,73,684	8,73,684	4.07%	100
3	Creative Tradelin k Private Limited CIN:U51900MH2012PTC226030	Non-promoter (Body Corporate)	NIL	NIL	10,52,631	10,52,631	4.91%	100
4	Tribhuvan Pharmac	Non-promoter (Body Corporate)	NIL	NIL	8,68,421	8,68,421	4.05%	100

	euticals Private Limited CIN: U85110RJ 2012PTC0 38353	Corpora te)						
5	Kirti Cosmetics Private Limited CIN: U24233U P2011PTC 047504	Non-promoter (Body Corporate)	NIL	NIL	14,73,684	14,73,684	6.87%	100
6	Somnath General Suppliers Private Limited CIN : U51909M H2010PT C203791	Non-promoter (Body Corporate)	NIL	NIL	6,35,578	6,35,578	2.96%	100
7	Chemcarb Private Limited CIN: U74999K A1983PT C005447	Non-promoter (Body Corporate)	NIL	NIL	21,05,263	21,05,263	9.82%	100
8	Asmita Subhash Sarphale	Non-promoter (Individual)	10	0.00	1,47,060	1,47,070	0.69%	99.99
9	Nitin Oza	Non-promoter (Individual)	10	0.00	1,76,470	1,76,480	0.82%	99.99
10	Manas Ranjan Palo	Non-promoter (Individual)	NIL	NIL	1,47,060	1,47,060	0.69%	100

11	Sachin Shankar Shivgan	Non-promoter (Individual)	NIL	NIL	60,000	60,000	0.28%	100
12	Ira Mishra	Non-promoter (Individual)	NIL	NIL	60,000	60,000	0.28%	100
13	Lokanath S mishra	Non-promoter (Individual)	NIL	NIL	1,47,060	1,47,060	0.69%	100

(xvii) **Undertaking:**

The Company hereby undertakes that:

(a) The price at which the equity shares are proposed to be allotted is not lower than the minimum price calculated as per the ICDR Regulations. It would re-compute the price of the equity shares specified above, in terms of the provisions of the ICDR Regulations, if and where it is required to do so;

(b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above equity shares, shall continue to be locked in till the time such amount is paid by the Proposed Allottee; and

(c) Neither the Company, nor its Directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

(xviii) **Change in Control:**

The issue of the Equity shares will not result/ change in the Management or control of the Company. As per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this increase of the holding in any individual allottees will not result into any open offer. None of the Allotees are connected with each other.

(xix) **Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter:**

Sr. No.	Details of Proposed Allottee	Pre status of the proposed allottee	Post status of the proposed allottee
1	Satyatej Vyapaar Private Limited.	Non-promoter	Non-promoter
2	Rover Finance Limited.	Non-promoter	Non-promoter
3	Creative Tradelink Private Limited.	Non-promoter	Non-promoter
4	Tribhuvan Pharmaceuticals Private Limited	Non-promoter	Non-promoter
5	Kirti Cosmetics Private Limited.	Non-promoter	Non-promoter
6	Somnath General Suppliers Private Limited.	Non-promoter	Non-promoter
7	Chemcarb Private Limited.	Non-promoter	Non-promoter
8	Asmita Subhash Sarphale	Non-promoter	Non-promoter
9	Nitin Oza	Non-promoter	Non-promoter
10	Manas Ranjan Palo	Non-promoter	Non-promoter
11	Sachin Shankar Shivgan	Non-promoter	Non-promoter
12	Ira Mishra	Non-promoter	Non-promoter
13	Lokanath S Mishra	Non-promoter	Non-promoter

(xx) **Lock-in period:**

The Equity Shares allotted pursuant to this resolution equity shares shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

As Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

The Equity shares of the company allotted on a preferential basis to persons other than the promoters and promoters' group i.e., non-promoters shall be locked-in for six (6) Months from the date of trading approval granted by Stock exchange(s).

Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations:

As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

(xxi) **Practicing Company Secretary's Certificate:**

A certificate from M/s. Ramesh Chandra Mishra & Associates, Company Secretaries dated 19-11-2022 has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations. The certificate can be accessed at [https:// www.telesys.in/investors/preferential_issue_2022](https://www.telesys.in/investors/preferential_issue_2022) and shall be placed before the Extra-ordinary general meeting of the shareholders and also attached to this notice dated 19-11-2022.

None of the Directors/KMP or their relatives are concerned or interested in the said resolution. The company has not identifiable promoter or promoter group.

Accordingly, the Board recommends passing of the resolutions set out at Item No 2 for approval of the Members through remote e-voting and e-voting at EOGM dated 21-12-2022.

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

By Order of the Board of Directors
For Telesys Info-Infra (I) Limited
(Formerly known as Telesys Software Limited)

Sd/-

Rajendhiran Jayaram
Whole-time Director
(DIN : 01784664)

Date: 19.11.2022

Place: Chennai



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

COMPLIANCE CERTIFICATE

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

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

Dear Sir,

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

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

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

MANAGEMENT'S RESPONSIBILITY:

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

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



Verification:

For the purpose of confirming that the proposed preferential issue is in compliance of the applicable provisions of the ICDR Regulations, we have examined the following limited documents as provided by the Company and available on the date of this certificate:

- a. Certified copy of Board Resolution dated October 28,2022 and November 19,2022, approving Preferential Issue of upto 1,14,31,121 Equity Shares of Rs. 10/- each at an issue price of Rs. 19/- per equity share, aggregating upto Rs. 21,71,91,299 to the Proposed Allottee:
- b. Confirmation from the Company that:
 - i. The Board of Directors of the Company have decided November 21, 2022, as the "Relevant Date" being the date thirty days prior to the date on which the meeting of shareholders is expected to be held i.e., December 21,2022, to consider and approve the Preferential Issue;
 - ii. The Company has determined the minimum price of equity shares in terms of Regulation 165 of the ICDR Regulations;
 - iii. The Board of Directors of the Company has at its meeting held on November 19,2022, approved Notice convening the Extra-ordinary General Meeting of the Company and approved the Preferential Issue on October 28,2022 and November 19,2022 respectively;
 - iv. The proposed Preferential Issue is being made to Proposed Promoter of the Company;
 - v. None of the Proposed Allottee are ineligible for allotment in terms of Regulation 159 of the ICDR Regulations;
 - vi. The equity shares held by the Proposed Allottee are already in dematerialized form;
 - vii. The pre-preferential equity shares held by the Proposed Allottee have already been placed under lock-in;
 - viii. The Proposed Allottee have not sold or transferred any equity shares of the Company during the ninety trading days preceding the Relevant Date;
 - ix. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Securities and Exchange Board of India thereunder;
 - x. The Company will file an application seeking in-principle approval for the proposed Preferential Issue on the same day when the notice is being sent in respect of the Extra-ordinary general meeting seeking shareholders' approval for the proposed Preferential Issue;



- xi. The Company has no outstanding dues to the Securities and Exchange Board of India, Stock Exchanges where the securities of the Company are listed (i.e. BSE Ltd. and the Depositories (i.e. NSDL/ CDSL).

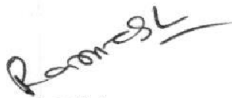
Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the proposed Preferential Issue is being made in compliance with the conditions/ requirements of ICDR Regulations stated above under the heading of verification.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the - Company.
4. our scope of work did not include verification of compliance with other requirements of the ICDR Regulations, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc., as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.
5. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission in the general meeting of the shareholders considering the proposed preferential issue and should not be used by any other person or for any other purpose.

For Ramesh Chandra Mishra & Associates



Ramesh Mishra
Practicing Company Secretary
Membership No. F5477
C.P. No. - 3987



Date: 19-11-2022
Place: Mumbai
UDIN: F005477D001383691