

TELESYS INFO INFRA (INDIA) LIMITED
(Formerly known as Telesys Software Limited)

25th ANNUAL REPORT
2016-17

TELESYS INFO INFRA (INDIA) LIMITED

Board of Directors :	1. Shri. Heerachand Surana- Director 2. Shri.Y. Sathyakumar- Whole time Director. 3. Shri. Rajendhiran Jayaram- Professional Director 4. Shri. Thavachithan Vaithyalingam Palaniswamy- Independent Director 5. Rajendhiran Eswari Angali- Independent Director
Auditors	Venkat & Rangaa Chartered Accountants 13(6) Flat No:5, “Majestic Apartments” First Floor, Soundararajan Street, T. Nagar, Chennai – 600017
Bankers	1.Andhra Bank, Sowcarpet Branch, Chennai – 600 079. 2.Punjab National Bank T. Nagar Branch, Chennai – 600 017.
Registered Office	New No. 72, Old No. 33, First Floor, Giri Road, T. Nagar, Chennai – 600 017.
Share Transfer Agents	Cameo Corporate Services limited, #1, Subramaniam Building, Club House Road, Mount Road, Chennai – 600 002. Ph.: (044) 28460390 (5 lines) Fax: (044) 28460129

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON THURSDAY, THE 28TH SEPTEMBER, 2017 AT 10.00 A.M AT NALVAR KALYANA MALIGAI, NO 136/48, S.R.P KOIL STREET, AGARAM, CHENNAI - 600082, NEAR PERAVALUR JUNCTION TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT the Financial statements of the Company as at **31st March, 2017** , together with the Reports of the Directors and the Auditors thereon as presented to this Annual General meeting, be and are hereby approved and adopted”.

2. **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT Mr. Yaddanapudi Satyakumar, Director, [having DIN: 01722488] who retires by rotation and, being eligible, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions , if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Parthasarathy Sankaran & Associates, Chartered Accountants, FIRM Registration No: 009258S, having office at 5/31, East Abhiramapuram, second street, Mylapore, Chennai – 600004 be and are hereby appointed as Statutory auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of 31st Annual General Meeting ,at such a remuneration as may be decided by the Board of Director of the company with the consultation of the said audit firm, since the existing Statutory Auditors, M/s Venkat & Ranga (FRN 004597S) Chartered Accountants Chennai whose period of appointment pursuant Section 139(2) of the Companies Act, 2013 is expiring in this Annual General Meeting. “

Place : Chennai

Date : 12.07.2017

By Order of the Board of Directors

Sd/-

Heerachand Jain

Director

DIN: 01319086

NOTES:

1. A MEMBER OF THE COMPANY, WHO IS ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FIXED FOR HOLDING THE ANNUAL GENERAL MEETING. A FORM OF PROXY IS ENCLOSED.

3. Pursuant to the provisions of Sections 107 and 108, read with the Companies (Management and Administration) Rules, 2014 read with notification GSR 207(E) dated 19th March 2015, the Company is pleased to offer the option of E-Voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The Members who wish to attend the Annual General Meeting can vote electronically/manually. The Company has appointed **S.A.INBAVADIVU, Advocate**, as Scrutinizer.
4. The facility for voting, either through electronic voting system or ballot or polling paper ' shall also be made available at the meeting and members attending the meeting who have already not cast their vote by remote e-voting shall be able to exercise their right at the meeting
5. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. "Remote e-voting" means the facility of casting votes by a member using an electronic voting system from a place other than venue of a general meeting.

The procedure and manner for e-voting are as under:

i) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.

ii) Now click on "Shareholders" to cast your votes.

iii) Now, select the Electronic Voting Sequence Number – "EVSN" 160923022 -along with "**TELESYS INFO –INFRA (I) LIMITED**" from the drop down menu and click on "SUBMIT"

iv) Now, fill up the following details in the appropriate boxes:

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

v) After entering these details appropriately, click on "SUBMIT" tab.

vi) Members holding shares in physical form will then reach directly to the voting screen.

viii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.

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

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

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

xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

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

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

xvi) The e-voting period commences **on 25.09.2017 at 9.00 a.m and closes by 5.00 p.m on 27.09.2017.**

6. Members are requested to produce the Attendance Slip, sent along with the Annual Report, duly signed as per the specimen signature recorded with the Company for admission to the Meeting.
7. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier verification of attendance at the Meeting.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from **22nd September, 2017 to 28th September, 2017** (both days inclusive).
9. Members holding shares in physical form are requested to intimate immediately, changes, if any, in their registered addresses, Bank Mandate and Status, quoting their Folio Numbers, to the Share Transfer Agents of the Company, M/s Cameo Corporate Services Limited, "Subramanian Building", No.1, Club House Road, Chennai – 600 002.
10. Members holding shares in physical form, in their own interest, are advised to dematerialize the shares to avail of the benefits of electronic holding/trading.
11. Members are requested to note that any dividend which remains unencashed for a period of seven years will get transferred to Investor Education and Protection Fund in terms of Section 205 C of the Companies Act, 1956 or Section 125 of the Companies Act, 2013.

12. GENERAL INSTRUCTION FOR E-VOTING:

- (i) The e-voting period commences on Monday, September 25, 2017 (9.00am IST) and end on Wednesday, 27th September 2017 (5.00 p.m. IST). During this period shareholders of the company, holding share either in physical form or in dematerialized form, as on Thursday, September 21st, 2017 (being cut -off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently.
- (ii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on Thursday, September 21st, 2017.
- (iii) Shri. S. A. INBAVADIVU Advocate (Membership No: 3943/2012) of Inbaa Associates Advocates & Company Secretaries, Chennai has been appointed as the Scrutinizer to securitize the e-voting process(including the ballot form received from the shareholders) in a fair and transparent manner.
- (iv) The Scrutinizer shall count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than three days of the conclusion of the meeting, a consolidated scrutinizer's report of the votes cast in favour or against, if any, forthwith to the chairperson or a person authorized by him in writing who shall counter sign the same.

- (v) The results of the e-voting of the 25th Annual General Meeting of the Company held on **Thursday, September 28, 2017** along with the scrutinizer's report shall be placed on the Company's website [www. Telesys.co.in](http://www.Telesys.co.in) within 2 days of the AGM and on the website of CDSL www.evoting.cdsl.com and simultaneously communicated to Bombay Stock Exchange Limited, where the shares of the Company are listed.

Place : Chennai

Date : 12.07.2017

By Order of the Board of Directors

Sd/-

Heerachand Jain

Director

DIN: 01319086

DIRECTORS REPORT

Your Directors are glad to present the 25th Annual Report of your company together with the Audited Accounts of the Company for the financial year ended **31st March 2017**.

FINANCIAL HIGHLIGHTS:

During the year under review, the company has earned a Net loss of Rs.**1,36,80,828/-** as against a profit of Rs.23,35,941/- during the previous year. The financial results of the company compared to the previous year are summarized as under:

	(Rs.)	
Particulars	31.03.2017	31.03.2016
Income	1,92,62,309	1,83,77,611
Profit / (Loss) before Depreciation and Tax	1,22,90,237	44,52,437
Less: Depreciation	3,39,386	14,60,910
Profit/ (Loss) Before Tax	(1,26,29,623)	29,91,527
Provision for Taxation - Current	9,32,182	5,70,035
Provision for Deferred Tax – Asset	1,19,023	85,551
Profit /Loss from discontinuing operations	--	--
Excess provision of IT of earlier years	0	0
Profit/ (Loss) After Tax	(1,36,80,828)	23,35,941

DIVIDEND

The Board of Directors of the Company has not recommended any dividend to its Equity Shares in view of financial health of the Company.

TRANSFER TO RESERVES

During the period, under review, the Company has not transferred any amount to the Reserves.

SUBSIDIARY COMPANIES

The Company has no subsidiary and nothing to disclose.

INTERNAL PROCESS & FINANCIAL CONTROL

The Company has put in place an adequate internal control system along with internal audit system that commensurate with its size and activities .The reports are scrutinized by the management and placed before audit committee for its approval. The shortcomings are rectified and suggestions given for improvement.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a vigil mechanism and Whistle Blower Policy in line with the new governance requirements. The Company has established a vigil mechanism for Directors and employees to report their genuine concerns.

PREVENTION OF SEXUAL HARASSMENT AT WORK PLACES

The Company has zero tolerance for sexual harassment at workplaces and has adopted a policy on prevention, prohibition and redressal of sexual harassment in line with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules, there under.

During the year, no case of sexual harassment was pending at the beginning of the year and no case was received during the year nor did any case remain pending at the close of the year.

Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo

A. Conservation of Energy, Technology Absorption

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

B. Foreign Exchange Earnings And Outgo

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

Environment, Safety, Health and Energy Conservation

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

PARTICULARS OF EMPLOYEES

None of the employee is covered for disclosures, as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures with respect to the remuneration of Directors and employees, as required under Section 197 of Companies Act, 2013 and Rule 5(1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, has been appended as annexure to the report.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, there is no change in the composition of the Board of Directors.

The Independent Directors have given the certificate of Independence to your Company stating that they meet the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (LODR) Regulation, 2015.

The details of training and familiarization programmes and annual board evaluation process for Directors have been provided under the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm that :

- In the preparation of the annual accounts, the applicable Accounting Standards have been followed and that no material departures have been made from the same;
- They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;

- They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- They have prepared the annual accounts on a going concern basis;
- They have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and
- They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

The Company's Internal Auditors have conducted periodic audit to provide reasonable assurance that the Company's established policies and procedures have been followed. The Audit Committee constituted by the Board reviews the internal control and financial reporting issues with Internal Auditors.

BOARD EVALUATION

The Board has carried out an annual performance evaluation of its own performance and that of its Committees and individual directors. The manner in which has been carried out has been explained in the Corporate Governance Report.

INDEPENDENT DIRECTOR'S MEETING

During the year, the Independent Directors met on March 27, 2017.

BOARD MEETING

During the year, Six Board Meetings held i.e April 09, July 16, August 11, November 08 2016, January 06 and February 14 2017

RELATED PARTY TRANSACTIONS

In line with requirements of the Companies Act, 2013 and LODR, proper reporting, approval and disclosure process are in place for all transactions between related parties and the Company. All transactions entered were in ordinary course of the business and on arm's length basis. No material related party transactions i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements were entered during the year. Accordingly, related party transactions, as required under section 134(3)(h) of the Companies Act, 2013, in Form AOC 2 is not applicable.

MANAGEMENT DISCUSSIONS AND ANALYSIS

The Management's Discussion and Analysis Report for the year under review, as stipulated under SEBI (LODR) Regulation, 2015, form part of this report.

CORPORATE GOVERNANCE REPORT

As per Regulation 34(3) read with Schedule V of the SEBI (LODR) Regulation, 2015, a separate section on Corporate Governance forms part of this report.

AUDITORS

a) Statutory Auditors

M/s. Venkat & Ranga Chartered Accountant, the period of the statutory auditor of the company is expiring at the end of this meeting pursuant to the provisions of Section 139(2) of the Companies Act, 2013. M/s. Parthasarathy Sankaran & Associates, Chartered Accountants, has been appointed as Statutory Auditors of the Company to hold the office from the conclusion this AGM until the conclusion of the 31st AGM of the company, subject to ratification of the members every year at such remuneration as may be decided by the Board of Directors of the company with the consultation of the said audit firm.

The report given by the Auditors on the financial statement of the Company is part of the annual report. - **Annexure 'A'.**

b) Cost Auditor

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

c) Secretarial Auditor

The Secretarial audit report as provided by Mr. Amarendra Mohapatra Practicing Company Secretary for the financial year ended 31st March 2017 is annexed herewith for your kind perusal and information. There were no qualification, reservation or adverse remarks given by the Secretarial Auditor and the report is appended to this report - **Annexure 'B'.**

EXTRACT OF ANNUAL RETURN

The extract of annual return in Form MGT 9, as required under Section 92(3) and rule 12 of the Companies [Management and Administration] Rules, 2014, is appended to this report - **Annexure 'C'.**

DISCLOSURE WITH RESPECT TO EMPLOYEES STOCK OPTION SCHEME

The Company does not have any Employees Stock Option Scheme.

RISK MANAGEMENT COMMITTEE

The Company has a Risk Management framework in place to identify, assess, monitor and mitigate various risks involved in the Company, which reduces adverse impact and enhance the activities undertaken by the Company. The Committee reviews the process of risk management. The role and responsibilities of the Risk Management Committee are as prescribed under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, as amended from time to time and includes monitoring and review risk management plan and its risk mitigation and reporting same to the board of Directors periodically, as it may deem fit.

The Committee's prime responsibility is to implement and monitor the Risk Management Plan and policy of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORY BODIES/COURTS

During the Financial year, under review, no significant orders passed by the Regulatory/Statutory Authorities/Courts or any other Authority which would impact the going concern status of the Company and its future operations.