

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

**26<sup>th</sup> ANNUAL REPORT**  
**2017-18**

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**TELESYS INFO INFRA (INDIA) LIMITED**

<b>Board of Directors :</b>	<ol style="list-style-type: none"><li>1. Shri. Heerachand Jain –Director</li><li>2. Shri. Y. Sathyakumar - Whole time Director.</li><li>3. Shri. Rajendhiran Jayaram- Director</li><li>4. Shri. Thavachithan Vaithylingam Palaniswamy- Independent Director</li><li>5. Smt. Rajendhiran Eswari Angali - Independent Director</li></ol>
<b>Auditors</b>	Parthasarathy Sankaran & Associates, Chartered Accountants, 5/31, East Abhiramapuram, Second Street, Mylapore, Chennai – 600004
<b>Bankers</b>	<ol style="list-style-type: none"><li>1.Punjab National Bank T. Nagar Branch, Chennai – 600 017.</li><li>2.Karur Vysya Bank, 49, Kellys Road, Kilpauk, Chennai – 600 010</li><li>3.Tamilnadu Mercantile Bank Mount Road Branch Chennai -600 002.</li></ol>
<b>Registered Office</b>	New No. 72, Old No. 33, First Floor, Giri Road, T. Nagar, Chennai – 600 017.
<b>Share Transfer Agents</b>	Cameo Corporate Services Limited, #1, Subramaniam Building, Club House Road, Mount Road, Chennai – 600 002. Ph.: (044) 28460390 (5 lines) Fax: (044) 28460129

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF TELESYS INFO INFRA (INDIA) LIMITED WILL BE HELD ON 29<sup>TH</sup> DAY OF SEPTEMBER THE SATURDAY, 2018 AT 10.00 A.M AT MURUGAN 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 Audited Financial Statements of the Company as at **31st March, 2018** , 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** Sri Heerachand Jain, Director, [DIN: 01319086] 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 other applicable provisions , if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the appointment of M/s. Parthasarathy Sankaran & Associates, Chartered Accountants, Firm Registration NO: 009258S, to hold office from the conclusion of this Annual General Meeting till the conclusion of 31st Annual General Meeting , at such remuneration and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

### SPECIAL BUSINESS:

4. **Alteration In Object Clause Of Memorandum Of Association:**

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

“**RESOLVED THAT** pursuant to provisions of Sections 13(9), 108 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rule 20 of Companies (Management and Administration) Rules 2014 and other relevant rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of RBI, consent of the members of the Company be and is hereby accorded to alter the object clause in the Memorandum of Association of

the Company by expanding the existing object clause by way of insertion of New Object, the Object Clause of the Memorandum of Association of the Company be and is hereby amended in the manner set out hereunder.

The existing Object Clause III(A) of the Memorandum of Association of the Company be and is hereby altered by way of insertion of the following new clause III before the existing Clause No. III (A) (2) and number as :

3. To carry on the business of leasing company, hire purchase company and finance company and to undertake and or arrange or syndicate all types of business relating to financing of consumers, individuals, industry or corporates. To carry on the business of a holding and investment company, and to lend, advance money, invest with or without security to individuals, partnerships and corporates, and to buy, underwrite and to invest in and acquire and hold shares, stocks, debentures, debenture stock, bonds, obligation or securities of companies or partnership firms or body corporates or any other entities whether in India or elsewhere either singly or jointly with any other person(s), body corporate or partnership firm or any other entity .To engage in all forms of securitization, installment sale and/or deferred sale relating to goods or materials, to purchase the book debts and receivables of companies and to lend or give credit against the same, to undertake real estate business, to borrow to transact business as promoters, financiers, monetary agents, to carry out business of a company established with the object of financing industrial enterprises and to arrange or provide financial and other facilities independently or in association with any person, Government, Financial Institutions, Banks, Industrial Companies or any other agency, in the form of lending or advancing money by way of loan, working capital finance, refinance, project finance or in any other form,, whether with or without security, to institutions, bodies corporate, firms, associations, societies, trusts, authorities, industrial enterprises and to arrange or provide facilities for the purposes of infrastructure development work or and for providing infrastructure facilities or engaging in infrastructure activities and to raise and provide venture capital and promote or finance the promotion of joint stock companies to invest in, to underwrite to manage the issue of and to trade in their shares or other securities.

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

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

Date : 14-08-2018  
Place : Chennai

Sd/-  
Heerachand Jain  
Director  
Din: 01319086

Sd/-  
J. Rajendhiran  
Director  
DIN: 01784664

## **NOTES:**

1. ***A MEMBER OF THE COMPANY, WHO IS ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.***
2. Instrument of proxy, in order to be effective, must be received at the company's registered office not less than forty-eight hours before the time fixed for holding the annual general meeting. A form of proxy is enclosed.
3. The explanatory Statement pursuant to Section 102 of the Companies Act, relating to item No. 4 is annexed hereto.
4. The Register of Members and the Share Transfer books of the Company will remain closed from 24.09.2018 to 29.09.2018 [both days inclusive] for the purpose of Annual General Meeting.
5. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the AGM through electronic mode. Electronic copy of the Annual Report including Notice of the 26<sup>th</sup> AGM of the Company, inter alia, indicating the Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same. For members who have not registered their email address, physical copies of the annual report are being sent in the permitted mode.
6. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with the DP at the earliest, to enable the Company to use the same for serving documents electronically. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the RTA. The Annual Report is available on the Company's website [www.telesys.co.in](http://www.telesys.co.in)

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

### **ITEM NO.4**

The resolution mentioned at Item No. 4 of the Notice relates to the Alteration of the Object Clause of the Memorandum of Association of the Company with respect to insertion of new object clause after the existing objects of the company. At present the Company has engaged in the business of Info Tech. However, inadvertently the Income of the Company from financial asset has crossed 50% of its gross Income due to which the Company is required to make an application with the Reserve Bank of India under Section 45-IA of the RBI Act, 1934. Before making the application with RBI, it is necessary to amend the object clause of the Company subject to the approval of RBI and the members of the Company and hence it is proposed to amend the Object Clause by inserting new Clauses i.e. - Clause III (A) of the Memorandum of Association of the Company.

In terms of the provisions of Section 13 (9) of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, for alteration of object clause in Memorandum of Association

of the company requires the approval of Members by way of Special Resolution. The Board therefore recommends the Resolution as set out at Item No. 4 for approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

The Company is desirous of seeking your consent/confirmation of the above resolutions appended below. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.

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

**Voting through electronic means:**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

xvi) The e-voting period commences **on Wednesday, 26<sup>th</sup> September, 2018 at 9.00 a.m and closes by 5.00 p.m on Friday, 28<sup>th</sup> September, 2018.**

7. Members are requested to produce the Attendance Slip, sent along with the Annual Report, duly signed as per the specimen signature recorded with the Company for admission to the Meeting.
8. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier verification of attendance at the Meeting.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from **24.09.2018 to 29.09.2018** (both days inclusive).
10. Members holding shares in physical form are requested to intimate immediately, changes, if any, in their registered addresses, Bank Mandate and Status, quoting their Folio Numbers, to the Share



Transfer Agents of the Company, M/s Cameo Corporate Services Limited, "Subramanian Building", No.1, Club House Road, Chennai – 600 002.

11. Members holding shares in physical form, in their own interest, are advised to dematerialize the shares to avail of the benefits of electronic holding/trading.
12. Members are requested to note that any dividend which remains un-cashed for a period of seven years will get transferred to Investor Education and Protection Fund in terms of Section 205 C of the Companies Act, 1956 or Section 125 of the Companies Act, 2013.

13. GENERAL INSTRUCTION FOR E-VOTING:

- (i) The e-voting period commences on Wednesday, September 26, 2018 (9.00am IST) and end on Friday, September 28, 2018 (5.00 p.m. IST). During this period shareholders of the company, holding share either in physical form or in dematerialized form, as on September, 22, 2018 (being cut -off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently.
- (ii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on September, 22, 2018.
- (iii) Sri. Ramesh Chandra Mishra, Practising Company Secretary has been appointed as the Scrutinizer to securitize the e-voting process (including the ballot form received from the shareholders) in a fair and transparent manner.
- (iv) The Scrutinizer shall count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than two days of the conclusion of the meeting, a consolidated scrutinizer's report of the votes cast in favour or against, if any, forthwith to the chairperson or a person authorized by him in writing who shall counter sign the same.
- (v) The results of the e-voting of the 26<sup>th</sup> Annual General Meeting of the Company to be held on September 29, 2018 along with the scrutinizer's report shall be placed on the Company's website [www.telesys.co.in](http://www.telesys.co.in) and on the website of CDSL [www.evoting.cdsi.com](http://www.evoting.cdsi.com) and simultaneously communicated to Bombay Stock Exchange Limited, where the shares of the Company are listed within 2 days of the AGM.

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

Sd/-  
Heerachand Jain  
Director  
Din: 01319086

Date : 14-08-2018  
Place : Chennai

## **DIRECTOR'S REPORT**

Your Directors are glad to present the 26<sup>th</sup> Annual Report of your company together with the Audited Accounts of the Company for the financial year ended **31<sup>st</sup> March 2018**.

### **FINANCIAL HIGHLIGHTS:**

(Rs.)

Particulars	31.03.2018	31.03.2017
Income	1,99,32,229	1,92,63,309
Profit / (Loss) before Depreciation and Tax	2016813	1,22,90,237
Less: Depreciation	302313	3,39,386
Profit/ (Loss) Before Tax	1714500	(1,26,29,623)
Provision for Taxation - Current	329870	9,32,182
Provision for Deferred Tax – Asset	-38228	1,19,023
<b>Profit/ (Loss) After Tax</b>	<b>1422858</b>	<b>(1,36,80,828)</b>

### **OPERATIONAL REVIEW**

During the year under review, the company has earned a Net profit of Rs. **1422858/-** as against a loss of Rs. **1,36,80,828/-** during the previous year. The financial results of the company compared to the previous year are summarized as under:

### **DIVIDEND:**

Your directors do not recommend any dividend during this year.

### **MATERIAL CHANGES AND COMMITMENTS:**

As per CHAPTER V COMPULSORY DELISTING the Company has been delisted without giving any proper Notice to the Company, against which the Company is approaching SAT to take the corrective measures.

### **DEPOSITS AND LOANS/ ADVANCES:**

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

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

During the year under review the Income of the Company from financial asset has crossed 50% of its gross Income due to which the Company is required to make an application with the Reserve Bank of India under Section 45-IA of the RBI Act, 1934. Before making the application there is a requirement for change in object subject to the prior approval of RBI and the members of the Company. The same has been put for special Resolution under agenda No.4 of the Notice.

### **AMOUNT TRANSFERRED TO RESERVES:**

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