

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

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TELESYS INFO INFRA (I) LIMITED

BOARD OF DIRECTORS DURING THE YEAR:

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

* Shri. Thavachithan Vaithyalingam Palaniswamy* has resigned from the board w.e.f 23rd April, 2019.

** Smt. Rajendhiran Eswari Angali** has resigned from the board w.e.f 29th August, 2019.

*** Appointed with effect from 1st august, 2019. **** Appointed with effect from 1st august, 2019.

Auditors	Parthasarathy Sankaran & Associates, Chartered Accountants, 5/31, East Abhiramapuram, Second Street, Mylapore, Chennai – 600004
Bankers	1. Karur Vysya Bank, 51, Gangadeeshwar Koil St, Purasaiwakkam, Chennai, 600084. 2. Tamilnadu Mercantile Bank Mount Road Branch Chennai -600 002.
Registered Office	Telesys Info-Infra (India) Limited, NO. 5, Damodaran Street Kellys, Kilpauk Chennai - 600010
Company Secretary	Ms. Priyanka Kumawat
Chief Financial Officer	Mr. Vinod Kumar Maganmal Hajarimal Singhi
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

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

5. TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION (S): TO CONSIDER THE CONVERSION OF LOANS/ADVANCES RECEIVED FROM M/S. CHEMIECARB PRIVATE LIMITED(NON-PROMOTER),INTO EQUITY SHARES THAT WAS USED FOR WORKING CAPITAL REQUIREMENT CORPORATE REQUIREMENTS OF THE COMPANY, WITH OR WITHOUT MODIFICATION (S), AS ASPECIAL RESOLUTION:

“RESOLVED THAT pursuant to section 39,42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the “Companies Act 2013”) and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded to utilize/convert the Loan(S)/Advances advanced to the Company on various dates and aggregating to Rs. Upto 4,00,00,000 as on 31.3.2019 of M/S. Chemiecarb Private Limited(Non-Promoter) towards any future subscription of any securities which includes equity and convertible warrants into shares (both equity /preference Shares), at such price and condition(s) as decided by the Board and in accordance with SEBI Act, 1992 and rules and Regulation framed thereunder including The Securities and

Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and subsequent amendments thereto, including but not restricted to the (SEBI ICDR Regulations), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and rules framed thereunder.

RESOLVED FURTHER THAT pursuant to 62 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules , 2014 and the Memorandum & Articles of Association of the Company and any other applicable laws / rules / regulation, the company shall not be required to open a separate Bank Account and comply the applicable provisions of section 39 & 42 of the Companies Act, 2013 and rules framed thereunder in connection with the conversion of the above loan of M/S. Chemiecarb Private Limited (Non-Promoter), in one or multiple tranches, towards future subscription of any securities including equity and convertible warrants into shares (both equity /preference Shares)."

"RESOLVED FURTHER THAT pursuant to Section 42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the "Companies Act 2013") and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded and also taken on record for the utilization of the loans aggregating of Rs. Upto 4,00,00,000 as on 31.3.2019 by M/S. Chemiecarb Private Limited(Non-Promoter) and by the company on various occasions as mentioned in the Explanatory statement this notice as the utilization of fund of the subscription proceeds any issue of share capital of the company."

"AND RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the redemption proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit for this purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required."

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

Date : 29-08-2019
Place : Chennai

Sd/-
Rajendhiran Jayaram
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. 3, 4 & 5 is annexed hereto.
4. The Register of Members and the Share Transfer books of the Company will remain closed from 24.09.2019 to 30.09.2019 [both days inclusive] for the purpose of Annual General Meeting.
5. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the AGM through electronic mode. Electronic copy of the Annual Report including Notice of the 27th 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**ITEM NO.3**

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

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

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

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

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

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

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

ITEM NO.4

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

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

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

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

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

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

ITEM NO.5

The Company, from time to time obtained loans and advances from M/S. Chemiecarb Private Limited(Non-Promoter). As on 31.3.2019 upto Rs. 4,00,00,000 Crore is outstanding and the company deployed the loans/advances received from M/S. Chemiecarb Private Limited(Non-Promoter) towards, working capital requirements, general Corporate purpose and other creditors requirements, without any interest. The Board assured him that when there will be any expansion of capital, that time he will be given an option to subscribe the capital of the company and his outstanding's including any of the promoter Group will be adjusted against the subscription amount.

The Board at their meeting held on 29th August, 2019 decided to consider conversion of Loans/advances of M/S. Chemiecarb Private Limited(Non-Promoter).

None of the Directors/KMP or their relatives are concerned or interested in the said resolution. The Statutory Auditor M/s. Parthasarathy Sankaran & Associates, confirmed that as on 31.03.2019, the Company has accepted Loan of Rs. 4 Crore approximately from M/S. Chemiecarb Private Limited(Non-Promoter). A certificate from the Statutory Auditor will be available for inspection at the registered office of the company during the business hours till the date of the meeting between 11 a.m. to 1 p.m and the copy of the same made available to any member free of cost.

Extracts of the Board Resolution dated 29th August, 2019 which includes the Term & Conditions of the Conversion of the Loan and advances of the promoter group into equity shares will be available for inspection at the registered office of the company during the business hours till the date of the meeting between 11 a.m. to 1 p.m and the copy of the same made available to any member free of cost.

The salient features of the Loan and advances of the M/S. Chemiecarb Private Limited(Non-Promoter) now liable to be used for the purpose of this issues as under:

Sl. No.	Loan of M/S. Chemiecarb Private Limited(Non-Promoter)	Descriptions
1.	As on 31 st March 2019 the Loan and Advances taken/ availed by the Company	Rs. 4,00,00,000
2.	This loan and advances may be used for future allotment of any shares/Convertible warrants	Upto 31.3.2022 or may be repaid before that with an Interest @ 12% P.A.
3.	Interest on the Above Loan	Upto 31.3.2019 Nil. There after @ 12% P.A.
4.	Utilisation of the Loan and Advances	The Loan was taken by the company on various occasions to meet with the working capital requirements, general Corporate purpose and other creditors requirements, without any interest.

The Board recommends passing of this resolution set out at Item No. 5 as Special Resolution.

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

Voting through electronic means:

Pursuant to the provisions of Sections 107 and 108, read with the Companies (Management and Administration) Rules, 2014 read with notification GSR 207(E) dated 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 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.
- 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.