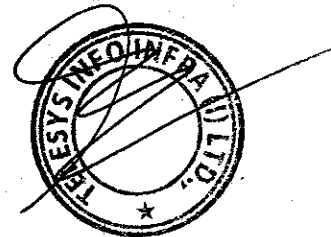


## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- 1 Name of Listed entity : Telesys Info-Infra (I) Limited
- 2 Quarter ending : June 30, 2018

I. Composition of Board of Directors								
Title (Mr / Ms)	Name of the Director	DIN	Category (Chairperson/Executive /Non-Executive/Independent /Nominee	Date of appointment in the current term	Tenure (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	THAVACHITHAN VAITHYLINGAM PALANISWAMY	DIN : 02207183	Non-Executive - Independent Director	30-09-2013	60	1	1	1
Mr	HEERACHAND SURANA	DIN : 01319086	Executive Director	31-03-2006		1	0	0
Mr	YADDANAPUDI SATYAKUMAR	DIN : 01722488	Executive Director	10-02-2002		1	1	2
Mr	RAJENDHIRAN JAYARAM	DIN : 01784664	Executive Director	02-04-2009		2	0	0
Mrs	RAJENDHIRAN ESWARI ANGALI	DIN : 05345622	Non-Executive - Independent Director	16-10-2013	60	2	1	0



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive /Non-Executive/ Independent /Nominee)
1.Audit Committee	THAVACHITHAN VAITHYLINGAM PALANISWAMY	Non-Executive - Independent Director
	RAJENDHIRAN ESWARI ANGAL	Non-Executive - Independent Director
	YADDANAPUDI SATYAKUMAR	Executive Director

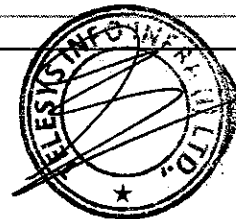
2.Nomination and remuneration committee	THAVACHITHAN VAITHYLINGAM PALANISWAMY	Non-Executive - Independent Director
	RAJENDHIRAN ESWARI ANGAL	Non-Executive - Independent Director
	YADDANAPUDI SATYAKUMAR	Executive Director

3.Stakeholders Relationship Committee	THAVACHITHAN VAITHYLINGAM PALANISWAMY	Non-Executive - Independent Director
	RAJENDHIRAN ESWARI ANGAL	Non-Executive - Independent Director
	YADDANAPUDI SATYAKUMAR	Executive Director

4. Risk Management Committee (if applicable)	Not Applicable	
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III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
	10-01-2018	
	26-02-2018	46
	29-05-2018	91

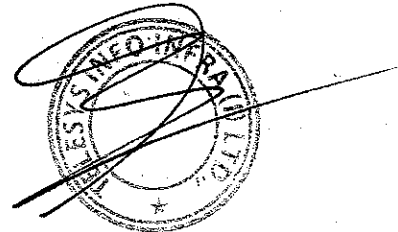
IV. Meeting of Committees			
1. Audit Committee			
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
29-05-2018	Yes, adequate quorum was present	26-02-2018	91



2.Nomination and remuneration committee			
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days

3.Stakeholders Relationship Committee			
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
29-05-2018	Yes, adequate quorum was present	26-02-2018	91

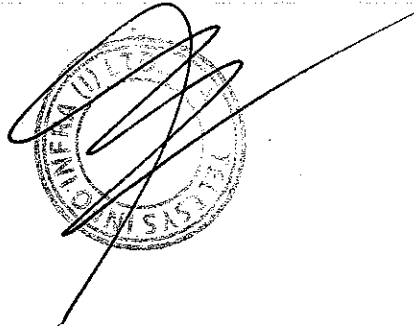
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
<p>Note</p> <p>(1) In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated:</p> <p>(2) If status is "No" details of non-compliance may be given here.</p>	



**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (LISTING Obligations and Disclosure Requirements) Regulations, 2015
2. The composition of the following Committees is in terms of SEBI (LISTING Obligations and Disclosure Requirements) Regulations, 2015
  - (a) Audit committee
  - (b) Nomination & Remuneration Committee
  - (c) Stakeholders Relationship committee
3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (LISTING Obligations and Disclosure Requirements) Regulations, 2015.
4. The meeting of Board of directors and the above Committees have been conducted in the manner as specified in SEBI (LISTING Obligations and Disclosure Requirements) Regulations, 2015
5. This report and/or the report submitted in the previous quarter have been placed before Board of directors.

Any comments/observations/advice of Board of directors : NIL

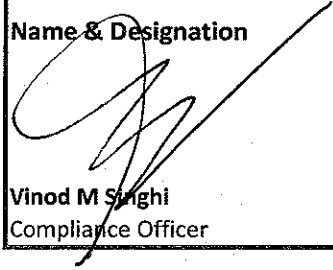


**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (LISTING Obligations and Disclosure Requirements) Regulations, 2015
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4. The meeting of Board of directors and the above Committees have been conducted in the manner as specified in SEBI (LISTING Obligations and Disclosure Requirements) Regulations, 2015
5. This report and/or the report submitted in the previous quarter have been placed before Board of directors.

Any comments/observations/advice of Board of directors : NIL

**Name & Designation**



**Vinod M Singh**  
Compliance Officer

