

Exicom Tele-Systems Limited
Plot No. 38, Institutional Area, Sector-32,
Gurugram, Haryana – 122 001, India
Tel : 0124 – 6615200

Date: March 5, 2026

BSE Limited 1 st Floor, New Trading Wing, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001 corp.relations@bseindia.com SCRIP Code- 544133	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, C – 1, Block G, Bandra – Kurla Complex, Bandra (E) Mumbai – 400051 cmlist@nse.co.in Symbol-EXICOM
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Re: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”)

Subject: Intimation of dispatch of Postal Ballot Notice and e-voting Schedule

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI Listing Regulations, we enclose herewith a copy of the Postal Ballot Notice dated March 5, 2026 (“**Notice**”) along with the Explanatory Statement, for seeking approval of the Members of the Company for passing the following resolution(s) by way of Postal Ballot through remote e-voting only:

Sr. No.	Description of Resolution(s)	Type of Resolution
1.	To approve payment of remuneration to Mr. Anant Nahata (DIN: 02216037), Managing Director and Chief Executive Officer of the Company	Special
2.	To approve payment of remuneration to Mr. Vivekanand Kumar (DIN: 10244171), Whole-time Director of the Company	Special

In accordance with the guidelines issued by the Ministry of Corporate Affairs (“**MCA**”) vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 (collectively, “**MCA Circulars**”), the Notice has been sent **through electronic mode** only to those Members whose names appear in the Company’s Register of Members / Register of Beneficial Owners maintained by the Depositories as on the **cut-off date, i.e., Friday, February 27, 2026**, and whose e-mail addresses are registered with the Company / Depositories.

The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date. Members may cast their assent or dissent to the aforesaid resolutions **only through remote e-voting facility**.

The Company has engaged National Securities Depository Limited (“**NSDL**”) to provide the remote e-voting facility. Members whose e-mail addresses are not registered with the Depositories may follow the procedure provided in the ‘**Notes**’ section to the Notice for participating in the remote e-voting process.

E-voting Schedule and other details:

Sl. No.	Particulars	Schedule
1.	Cut-off Date	Friday, February 27, 2026
2.	Date of Dispatch of Postal Ballot Notice	Thursday, March 5, 2026
3.	Newspaper advertisement informing dispatch of notice	Friday, March 6, 2026
4.	Start time and date of e-voting	9.00 a.m. (IST) Friday, March 6, 2026
5.	Closure time and date of e-voting	5:00 p.m. (IST) Saturday, April 4, 2026
6.	Declaration of E-voting Result	On or before Tuesday, April 7, 2026
7.	Contact details for e-Voting queries	Ms. Pallavi Mhatre, Senior Manager, NSDL, 3rd Floor, Naman Chambers, G-Block, Plot No. C-32, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra- 400 051 Phone : 022 - 4886 7000 Email: evoting@nsdl.com
8.	Scrutinizer for E-Voting process	CS Mohd. Zafar, Partner, M/s. MZ & Associates

The dispatch of the Notice has been completed today and the same is being uploaded on the Company's website at <https://www.exicom.com>, on the website of the Stock Exchanges, i.e., www.bseindia.com and www.nseindia.com, and on the website of the e-voting agency, i.e., NSDL at www.evoting.nsdl.com.

We request you to kindly take the above information on record.

Thanking You,

Yours faithfully,

For Exicom Tele-Systems Limited

Sangeeta Karnatak
Company Secretary & Compliance Officer

Enclosure: Postal Ballot Notice

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given to the Members of Exicom Tele-Systems Limited (“**the Company**”), pursuant to Sections 108 and 110 of the Companies Act, 2013 (“**the Act**”) and other applicable provisions of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and General Circular Nos.14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**hereinafter collectively referred to as “MCA Circulars”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) and other applicable laws, rules and regulations including any statutory modification(s) or re-enactment(s) thereof for the time being in force, that the Company is seeking consent of the Members of the Company by means of Postal Ballot, to the resolutions appended below, proposed to be passed through electronic means only (remote e-voting).

The Statement, pursuant to the provisions of Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution(s) proposed in this Postal Ballot Notice (“**Notice**”) and additional information as required under the Act and as per SS-2 issued by the ICSI is also attached.

The Board of Directors has appointed CS Mohd. Zafar, (Membership No. F9184), Partner, M/s. MZ & Associates, a peer-reviewed firm of Practicing Company Secretaries (Firm Registration No. P2014DE04000), as Scrutinizer, for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as Scrutinizer and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of “National Securities Depository Limited” (“**NSDL**”) as the agency to provide e-voting facility.

Members desiring to exercise their vote through the remote e-voting process are requested to read the instructions carefully indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by

www.exicom.com

Registered Office Address: 8 Electronics Complex, Chambaghat, Solan - 173 213 (H.P.)
Corporate Identification Number: L64203HP1994PLC014541 | E-mail: contact@exicom.in | Tel. No.: 01792-230948

following the procedure as stated in the ‘Notes’ section of this Notice for casting of votes. The communication of the assent or dissent of the Members would only take place through the e-voting facility.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. (IST) on Friday, March 6, 2026
Conclusion of e-voting period	5.00 p.m. (IST) on Saturday, April 4, 2026
Cut-off date for eligibility to vote	Friday, February 27, 2026

The e-voting will be blocked thereafter, and voting shall not be allowed beyond the conclusion of e-voting period.

The Scrutinizer shall after the conclusion of voting, unblock the votes cast through e-voting and make a Scrutinizer’s Report of the total votes cast in favor and against, if any, and submit his report to the Chairman or any other person authorized by the Board. The results of the e-voting along with the Scrutinizer's Report shall be forwarded to the **BSE Limited (“BSE”)** and **National Stock Exchange of India Limited (“NSE”)** (collectively referred to as “**Stock Exchanges**”), on or before **April 7, 2026**, where the equity shares of the Company are listed. The results of the Postal Ballot will be hosted on the Company's website at www.exicom.com and the website of NSDL at www.evoting.nsdl.com.

SPECIAL BUSINESS:

1. To approve payment of remuneration to Mr. Anant Nahata (DIN: 02216037), Managing Director and Chief Executive Officer of the Company

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

“RESOLVED THAT in furtherance of the special resolution passed by the Members of the Company at the Annual General Meeting held on July 07, 2023 approving the appointment of Mr. Anant Nahata (DIN: 02216037) as the Managing Director and Chief Executive Officer of the Company for a period of five (5) years commencing from July 7, 2023 up to July 6, 2028, and pursuant to the provisions of Sections 197 and 198 and other applicable provisions of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Part II of Schedule V to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and the Articles of Association of the Company, and based on the recommendation of the Nomination, Remuneration & Compensation Committee, approval of the Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Anant Nahata (DIN: 02216037), Managing Director and Chief Executive Officer, and Promoter of the Company, in accordance with Part II of Schedule V of the Act, for the remaining period of his existing term of appointment, i.e., from April 1, 2026 up to July 6, 2028, on the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the remuneration payable to Mr. Anant Nahata for the aforesaid period shall comprise salary, perquisites and allowances; and performance-linked commission not exceeding 2% of the net profits of the Company for each financial year, which shall be payable only if and to the extent the Company has earned profits during the respective financial year, computed in accordance with Section 198 of the Act, and shall be payable in accordance with Section 197 read with Part II of Schedule V to the Act, as applicable.

RESOLVED FURTHER THAT the remuneration payable to Mr. Anant Nahata for the aforesaid period is approved in accordance with the provisions of Section 197 read with Part II of Schedule V of the Act, so as to enable payment of such remuneration in the event of absence or inadequacy of profits in any financial year during the aforesaid period or where the remuneration payable exceeds the limits prescribed under Section 197(1) of the Act, strictly within the maximum remuneration, structure and limits approved under this resolution and in accordance with applicable law.

RESOLVED FURTHER THAT in the event of any statutory amendment(s), modification(s) or re-enactment(s) or relaxation(s) to the provisions of Section 197 and/or Schedule V of the Act and the rules made thereunder, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, perquisites and allowances, to the extent permitted under such amended provisions without requiring further approval of the Members, provided that such variation or increase shall remain within the overall monetary limits approved under this resolution, and subject to compliance with applicable law, and to make such consequential changes to the terms and conditions as may be necessary to give effect thereto.

RESOLVED FURTHER THAT it is hereby expressly clarified that this resolution does not involve any extension or modification of the tenure of Mr. Anant Nahata and is limited solely to approval of remuneration payable during the remaining period of the already approved term.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include the Nomination, Remuneration & Compensation Committee thereof) be and is hereby authorised to alter and vary the remuneration, including annual increments and perquisites, based on the performance evaluation and subject to the overall limits approved under this resolution, and in accordance with applicable provisions of the Act and SEBI Listing Regulations, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, to such extent as permissible under applicable law.”

2. To approve payment of remuneration to Mr. Vivekanand Kumar (DIN: 10244171), Whole-time Director of the Company

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

“RESOLVED THAT in furtherance of the special resolution passed by the Members of the Company at their Extra-ordinary General Meeting held on August 21, 2023 approving the appointment of Mr. Vivekanand Kumar (DIN: 10244171) as the Whole-time Director of the Company for a period of 5 (Five) years commencing from August 21, 2023 up to August 20, 2028, and pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”), and the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Part II of Schedule V to the Act, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and the Articles of Association of the Company, and based on the recommendation of the Nomination, Remuneration & Compensation Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Vivekanand Kumar, Whole-time Director of the Company, for the remaining period of his existing term of appointment, i.e. from August 21, 2026 up to August 20, 2028, on the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the remuneration payable to Mr. Vivekanand Kumar for the aforesaid period shall comprise salary, perquisites and allowances only and shall be payable in accordance with the provisions of Section 197 read with Part II of Schedule V to the Act, as applicable.

RESOLVED FURTHER THAT the remuneration payable to Mr. Vivekanand Kumar for the aforesaid period is approved in accordance with the provisions of Section 197 read with Part II of Schedule V of the Act, so as to enable payment of such remuneration in the event of absence or inadequacy of profits in any financial year during the aforesaid period or where the remuneration payable exceeds the limits prescribed under Section 197(1) of the Act, strictly within the maximum remuneration, structure and limits approved under this resolution and in accordance with applicable law.

RESOLVED FURTHER THAT employee stock options granted and/or that may be granted to Mr. Vivekanand Kumar under the Company’s approved Employee Stock Option Scheme(s) shall be governed separately in accordance with applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and shall not form part of the remuneration approved under this resolution, except to the limited extent required for computation of managerial remuneration under Section 197 of the Act, in accordance with applicable law.

RESOLVED FURTHER THAT in the event of any statutory amendment(s), modification(s) or re-enactment(s) or relaxation(s) to the provisions of Section 197 and/or Schedule V of the Act and the rules made thereunder, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, perquisites and allowances, to the extent permitted under such amended provisions, without requiring further approval of the Members, provided that such variation or increase shall remain within the overall monetary limits approved under this resolution, and subject to compliance with applicable law, and to make such consequential changes to the terms and conditions as may be necessary to give effect thereto.

RESOLVED FURTHER THAT it is hereby expressly clarified that this resolution does not involve any extension or modification of the tenure of Mr. Vivekanand Kumar and is limited solely to approval of remuneration payable during the remaining period of the already approved term.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include the Nomination, Remuneration & Compensation Committee thereof) be and is hereby authorized to alter and vary the remuneration, including annual increments and perquisites, based on the performance evaluation and prevailing business conditions, subject to the overall limits approved under this resolution and in accordance with applicable provisions of the Act and SEBI Listing Regulations, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, to such extent as permissible under applicable law.”

**By Order of the Board of Directors
For Exicom Tele-Systems Limited**

**Place: Gurugram
Date: March 5, 2026**

**Sd/-
Sangeeta Karnatak
Company Secretary & Compliance Officer
Membership No.: A25216**

**Registered Office:
8, Electronics Complex, Chambaghat,
District Solan, Himachal Pradesh-173213
Website: www.exicom.com
E-mail: investors@exicom.in**

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 (“**the Act**”) and other applicable provisions of the Act read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) as amended, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice (“**Notice**”), are appended hereto and forms part of this Notice.
2. In compliance with the applicable regulatory requirements and MCA Circulars, this Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/Register of Beneficial Owners maintained by National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (collectively referred to as “**Depositories**”) as on **February 27, 2026** (“**Cut-off Date**”) and whose e-mail address is registered with the Company /Company’s Registrar and Share Transfer Agent/Depositories, as on date. Accordingly, the physical copy of the Notice alongwith the Postal Ballot form and the pre-paid business reply envelope are not being sent to the Members. The communication of assent or dissent of the Members would only take place through the remote e-voting facility being offered by the Company instead of physical Postal Ballot forms.
3. A person who is not a Member as on the Cut-off Date should treat this Notice for informational purposes only. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions shall be restricted to remote e-voting only i.e., by casting votes electronically.
4. The Members of the Company whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on February 27, 2026 (including those Members who may not have received this Notice due to non-registration of the email address with the Company/Company’s Registrar and Share Transfer Agent/Depositories), shall be entitled to vote by remote e-voting on the proposed resolutions specified in this Notice.
5. Members who have not registered/updated their email IDs so far are requested to register/update the same to get all notices, communications, etc. from the Company, electronically by contacting their respective Depository Participant(s). In case of any queries, Members may write to evoting@nsdl.com and investors@exicom.in.
6. The manner of remote e-voting by Members who have not registered their email address, is explained in the instructions given in point no. 14 below.

7. All material documents referred to in the Explanatory Statement, if any, will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by remote e-voting i.e. April 4, 2026. Members desirous of documents referred to in this Notice or Explanatory Statement may send their request at investors@exicom.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during remote e-voting period mentioned herein below in this Notice.
8. In compliance with Section 108 and Section 110 of the Act and the Rules made thereunder, the Company has appointed NSDL to provide the e-voting facility to the Members to exercise their votes electronically. The instructions for remote e-voting are provided as a part of this Notice which the Members are requested to read carefully before casting their vote.
9. The e-voting period commences at 9:00 a.m. (IST) on Friday, March 6, 2026 and ends at 5:00 p.m. (IST) on Saturday, April 4, 2026. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of aforesaid period.
10. Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
11. Subject to the provisions of the Articles of Association of the Company, voting rights of the members/beneficial owners shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off Date. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting, **i.e. April 4, 2026**. Further, resolution(s) passed by the Members through Postal Ballot is deemed to have been passed as if they are passed at a general meeting of the Members.
13. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Board in this regard. The results of the Postal Ballot shall be declared within two working days from conclusion of the remote e-voting through Postal Ballot i.e. **April 7, 2026**. The result of the Postal Ballot along with the Scrutinizer's Report will be communicated to BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (collectively referred to as "**Stock Exchanges**") where the equity shares of the Company are listed and will also be displayed at the Notice Board of the Registered Office of the Company. The result declared, along with the Scrutinizer's Report will also be hosted on the Company's website at <https://www.exicom.com> and on the website of NSDL at www.evoting.nsdl.com.

14. **Procedure for E-voting:**

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

Step 1: Access to NSDL e-voting system

A) **Login method for e-voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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 account(s) in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. 2. You will be prompted to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the e-voting period. <p>Users not registered for NSDL IDeAS facility: Option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p>

e-voting website of NSDL:

1. 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.
2. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-voting page.
3. Click on Company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.

4. e-voting mobile application of NSDL

Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for CDSL Easi/ Easiest facility:</p> <ol style="list-style-type: none">1. Login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication.2. The URL for users to login Easi / Easiest is www.cdslindia.com and click on login icon & My easi New (Token) Tab and then use their existing Easi/Easiest username & password.3. After successful login of Easi/Easiest, the user will be able to see the e-voting Option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-voting Option, the user will be able to see e-voting page of the e-voting service provider for casting his/her vote during the e-voting period. Additionally, there is also a link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. The Menu will have links of e-voting service provider i.e., NSDL. Click on NSDL to cast your vote. <p>Users not registered for Easi/ Easiest facility Option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration Option.</p> <p>Visit the e-voting website of CDSL</p> <ol style="list-style-type: none">1. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.2. After successful authentication, user will be able to see the e-Voting Option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
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Individual Shareholders (holding securities in demat mode) login through their depository participant(s)	<ol style="list-style-type: none"> 1. Members can also login using the login credentials of their demat account through their Depository Participant(s) registered with NSDL/CDSL for e-voting facility. 2. Upon logging in, you will be able to see e-voting Option. Click on e-voting Option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-voting feature. 3. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.
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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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in dematmode with CDSL	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in *physical form.

How to Log-in to NSDL e-voting website?

1. 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 device.

2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials and password, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

*Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you by NSDL. Once

you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?
 - (i) If your e-mail id is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail id. Trace the e-mail sent to you from NSDL (evoting@nsdl.com) in your mailbox. Open the e-mail and open the .pdf attachment. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your e-mail id is not registered, please follow steps mentioned below in **process for those shareholders whose email-id is not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) Option available on www.evoting.nsdl.com.
 - b) Click on **Physical User Reset Password?**” (If you are holding shares in physical mode) Option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two Options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

** All the Equity Shares of the Company are held in dematerialized form only.*

Step 2: cast your vote electronically on NSDL e-voting system:

Cast your vote electronically on NSDL e-voting system:

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle are active.
2. Select “EVEN” of Exicom Tele-Systems Limited.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate Options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print Option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders’/ Members

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cszafar@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e- Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “Physical User Reset Password?” Option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the ‘Frequently Asked Questions’ (‘FAQs’) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com . In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 3rd Floor, Naman Chambers, G-Block, Plot No. C-32, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra- 400 051.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. Please provide DP ID-Client ID (16 digit DP ID + CL ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@exicom.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

EXPLANATORY STATEMENT

Pursuant to Section 102(1) and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014

The following statement sets out all the material facts relating to the Special Business(es) proposed in this Notice:

Item No. 1

The Members of the Company, at the 29th Annual General Meeting held on July 7, 2023, approved the appointment of Mr. Anant Nahata as the Managing Director and Chief Executive Officer of the Company for a period of five (5) years commencing from July 7, 2023 up to July 6, 2028, on the terms and conditions including remuneration, as set out in the notice convening the said meeting.

At the time of approval of his appointment, and having regard to the then financial position of the Company, the Members had approved payment of remuneration to Mr. Anant Nahata in accordance with the provisions of Section 197 read with Section II of Part II of Schedule V to the Companies Act, 2013 (“**the Act**”) only up to March 31, 2026. Accordingly, approval of the Members is now required for payment of remuneration for the remaining period of his existing term i.e. from April 1, 2026 up to July 6, 2028.

Based on the standalone financial statements of the Company for the financial year ended March 31, 2025, the Company has reported profits. However, the proposed remuneration payable to Mr. Anant Nahata, including commission, is likely to exceed the limits prescribed under Section 197(1) of the Act. Accordingly, approval by way of a Special Resolution is being sought in terms of the proviso to Section 197(1) read with Section II of Part II of Schedule V to the Act for payment of such remuneration during the remaining tenure of his appointment.

The proposed remuneration structure comprises fixed remuneration in the form of salary, perquisites and allowances, together with performance-linked commission, not exceeding 2% of the net profits of the Company computed in accordance with Section 198 of the Act, as may be determined by the Nomination, Remuneration & Compensation Committee (“**NRC Committee**”) within the limits approved by the Members.

The remuneration structure appropriately balances fixed compensation to ensure continuity and stability of leadership, with a performance-linked commission determined by the NRC Committee based on pre-determined performance criteria, including financial performance metrics and strategic objectives, and payable only out of net profits computed in accordance with Section 198 of the Act.

Remuneration payable to Mr. Anant Nahata (with effect from April 1, 2026 up to July 6, 2028) is as follows:

Particulars	Details
Salary including allowances	A maximum of ₹2,08,00,000/- per annum, subject to an annual increase not exceeding 8%.

Commission*	Performance-linked Commission not exceeding 2% of the net profits of the Company for each financial year, computed in accordance with Section 198 of the Act.
Reimbursement of Expenses	Travelling, boarding and lodging (including for spouse and attendant(s)) during business trips; medical assistance including for family members; personal accident insurance premium; club membership fees; provision of cars for Company's business; and telephone expenses at residence – reimbursed at actuals and not treated as perquisites.
Other Benefits	Such other benefits as may be decided by the Board of Directors (including its Committees) from time to time, in accordance with applicable law.

**The actual commission payable for any financial year shall be determined by the NRC Committee, based on pre-determined performance evaluation criteria and the overall financial performance of the Company.*

It is expressly clarified that no minimum commission is assured and such commission shall be payable only if and to the extent that the Company has net profits for the relevant financial year. The commission shall form part of the total managerial remuneration and shall be subject to the provisions of Section 197 read with Section II of Part II of Schedule V to the Act, as applicable.

Perquisites and Allowances shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof up to 50% of the basic salary; house maintenance allowance together with expenses incurred on gas, electricity, water, security, furnishing and repairs; medical expenses; and leave travel concession for self and family including dependents.

Perquisites and allowances shall be valued in accordance with the provisions of the Income-tax Act, 1961 and rules made thereunder, or any statutory modification(s) or re-enactment(s) thereof, and in the absence of such rules, shall be valued at actual cost. The Company's contribution to provident fund, gratuity payable, and encashment of leave, to the extent not taxable under the Income-tax Act, 1961, shall not be included for the purpose of computation of the overall ceiling of managerial remuneration, in accordance with Schedule V of the Act.

The overall structure and framework of remuneration remain consistent with the remuneration philosophy and framework earlier approved by the Members, with the inclusion of a performance-linked commission component within the limits specified under this resolution and in accordance with applicable law.

Mr. Anant Nahata is a Promoter Director of the Company and accordingly, the approval of the Audit Committee has been obtained in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In recommending the proposed remuneration, the NRC Committee and the Board have undertaken a benchmarking assessment with reference to publicly available information relating to remuneration structures and practices of listed companies operating in the power electronics, energy solutions and EV infrastructure segments, including companies with integrated manufacturing operations, overseas subsidiaries and technology-driven business models of comparable scale and complexity. The assessment included a review of the overall remuneration framework, the mix of fixed and variable components, performance-linked commission/incentive, scope of roles and responsibilities, promoter versus professional management structures, and the strategic, operational

and capital allocation responsibilities typically entrusted to Managing Directors and Chief Executive Officers in such companies. Based on this assessment, the Committee is of the view that the proposed remuneration is broadly aligned with prevailing industry norms for promoter-led Managing Directors and Chief Executive Officers and is reasonable and commensurate with the responsibilities discharged.

The Board noted that variations in profitability in recent periods have been influenced by strategic investments, overseas expansion initiatives and market-driven factors impacting margins. The proposed remuneration reflects the responsibilities associated with steering the Company through this phase, including oversight of global subsidiaries, capital allocation decisions and long-term strategic initiatives, rather than being benchmarked solely to short-term financial performance.

It is clarified that this resolution does not involve any extension or modification of the tenure of Mr. Anant Nahata and is limited solely to approval of remuneration payable during the remaining period of the already approved term. The amounts stated herein represent the maximum remuneration for which approval is sought and the actual remuneration payable shall be determined by the Board (including its Committees) within such approved limits, based on annual performance evaluation, and in accordance with applicable law. No remuneration other than the components specified above shall be payable except in accordance with applicable statutory provisions.

Accordingly, the Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

Mr. Anant Nahata, being the Managing Director & Chief Executive Officer and Promoter of the Company, is interested in the resolution to the extent of the remuneration payable to him. The Promoter and members of the promoter group holding equity shares in the Company shall abstain from voting on this resolution.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

Please refer to the Common Disclosure forming part of this explanatory statement.

Item No. 2

The Members of the Company, at their Extra-ordinary General Meeting held on August 21, 2023, approved the appointment of Mr. Vivekanand Kumar as the Whole-time Director of the Company for a period of five (5) years commencing from August 21, 2023 up to August 20, 2028, on the terms and conditions including remuneration, as set out in the notice convening the said meeting.

At the time of approval of his appointment, and having regard to the then financial position of the Company, the Members had approved the payment of remuneration to Mr. Vivekanand Kumar in accordance with Section 197 read with Section II of Part II of the Schedule V to the Companies Act, 2013 (hereinafter “**the Act**”) only up to August 20, 2026. Accordingly, approval of the Members is now required for payment of remuneration for the remaining period of his existing term, i.e. from August 21, 2026 up to August 20, 2028.

Based on the standalone financial statements of the Company for the financial year ended March 31, 2025, the Company has reported profits. However, the proposed remuneration payable to Mr. Vivekanand Kumar is likely to exceed the limits prescribed under Section 197(1) of the Companies Act, 2013. Accordingly, approval by way of a Special Resolution is being sought in terms of the proviso to Section 197(1) read with Section II of Part II of Schedule V of the Act for payment of such remuneration during the remaining term of his appointment.

Remuneration payable to Mr. Vivekanand Kumar (with effect from August 21, 2026 up to August 20, 2028) is as follows:

Particulars	Details
Salary including allowances	A maximum of ₹1,25,00,000/- per annum, subject to an annual increase not exceeding 8%.
Other Benefits	Such other benefits as may be decided by the Board of Directors (including its Committees) from time to time, in accordance with applicable law.

Perquisites and allowances shall be valued in accordance with the provisions of the Income-tax Act, 1961 and rules made thereunder. The Company's contribution to provident fund, gratuity and encashment of leave, to the extent not taxable under the Income-tax Act, 1961, shall not be included for the purpose of computation of the ceiling on managerial remuneration, in accordance with Schedule V of the Act.

The proposed remuneration shall comprise salary, perquisites and allowances only, and no commission or profit-linked incentive is proposed to be paid unless otherwise approved in accordance with applicable law.

It is clarified that the cash remuneration proposed and approved under this resolution is independent of employee stock options granted and/or that may be granted to Mr. Vivekanand Kumar under the Company's approved Employee Stock Option Scheme(s). Such employee stock options are governed separately in accordance with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and pursuant to separate approvals of the Members, shall not form part of the remuneration approved under this resolution, except to the limited extent required for computation of managerial remuneration under Section 197 of the Act, in accordance with applicable law.

The economic benefit, if any, arising from such employee stock options is contingent upon satisfaction of vesting conditions, exercise of such options and the prevailing market price of the Company's equity shares at the time of exercise, and does not constitute assured or guaranteed remuneration. Further, as per the existing Employee Stock Option Scheme(s) of the Company, no single individual is eligible to receive employee stock options exceeding one per cent (1%) of the total issued and paid-up share capital of the Company, ensuring that any equity-based benefits remain within the limits approved by the Members and applicable law.

The NRC Committee and the Board of Directors, after evaluating Mr. Vivekanand Kumar's performance, roles & responsibilities, industry benchmarks, including remuneration practices of

comparable listed companies in the power electronics, energy solutions and EV infrastructure segments, with similar scale and complexity of operations, effective capital of the Company and the financial position of the Company, are of the opinion that the proposed remuneration is reasonable, aligned with long-term value creation and broadly aligned with remuneration practices in comparable listed companies.

It is clarified that this resolution does not involve any extension or modification of the tenure of Mr. Vivekanand Kumar and is limited solely to approval of remuneration payable during the remaining period of his already approved term. The amounts stated herein represent the maximum remuneration for which approval is sought and the actual remuneration payable shall be determined by the Board (including its Committees) within such approved limits and in accordance with applicable law.

Accordingly, the Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

Mr. Vivekanand Kumar, being the Whole-time Director of the Company, is interested in the resolution to the extent of the remuneration payable to him.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

Please refer to the Common Disclosure forming part of this explanatory statement.

**By Order of the Board of Directors
For Exicom Tele-Systems Limited**

**Place: Gurugram
Date: March 5, 2026**

**Sd/-
Sangeeta Karnatak
Company Secretary & Compliance Officer
Membership No.: A25216**

**Registered Office:
8, Electronics Complex, Chambaghat,
District Solan, Himachal Pradesh-173213**

**Website: www.exicom.com
E-mail: investors@exicom.in**

COMMON DISCLOSURE: Information required to be disclosed under the provisions of the Second Proviso to Section II of Part II of Schedule V of the Act, in respect of Item Nos. 1 and 2 of the Notice, are as under:

- A. The proposed remuneration has been approved by the Nomination, Remuneration and Compensation Committee (“**NRC Committee**”), the Board and, in the case of Mr. Anant Nahata (being a Promoter Director), by the Audit Committee in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”).

It is hereby clarified that in the case of Mr. Vivekanand Kumar, who is neither a promoter nor a member of the promoter group of the Company, accordingly, the provisions of Regulation 23(2)(e) of the SEBI Listing Regulations relating to Audit Committee approval of related party transactions are not applicable to his remuneration.

The NRC Committee reviews the remuneration structure to ensure alignment with performance, statutory limits and shareholder interest.

- B. The proposed remuneration of Mr. Anant Nahata and Mr. Vivekanand Kumar has also been evaluated with reference to the effective capital of the Company as defined under Schedule V to the Act, and the approval of the Members by way of Special Resolution is being sought in accordance with the applicable provisions of Section 197 read with Section II of Part II of Schedule V to the Act.
- C. The Company has not committed any default in repayment of its dues to any bank(s) or public financial institution(s), non-convertible debenture holder(s), or other secured creditor(s).
- D. The present Special Resolutions are being proposed only to obtain the requisite approvals for payment of remuneration during the remaining period of the already approved tenures. The proposed remuneration structure is in line with the framework approved by the Members at the time of the respective appointments. Information as required under Secretarial Standards-2 on General Meetings, as prescribed by the Institute of Company Secretaries of India, is annexed as ‘**Annexure-A**’ hereto.
- E. A statement containing relevant disclosures as required under Schedule V of the Act is provided as under:

I. General Information:

(1)	Nature Industry:	of	The Company is operating under two business verticals, (i) critical power solutions business, wherein the Company designs, manufactures and services DC Power Systems and Li-ion based energy storage solutions to deliver overall energy management at telecommunications sites and enterprise environments in India and overseas (“ Critical Power Business ”); and (ii) Electric vehicle supply
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		equipment (“EV Charger(s)”) business, wherein it provides smart charging systems with innovative technology for residential, business, and public charging use in India (“ EV Charger Business ”). Under Critical Power Business, our products are categorized under indoor power systems, outdoor power systems, hybrid power systems and Li-ion Batteries; and under our EV Charger Business, our products are categorized under AC chargers and DC fast chargers. Further, the Company provides its customers with a wide range of services covering installation and commissioning, maintenance and operations, supplying individual spare parts and repair and return.																												
(2)	<i>Date or expected date of commercial production:</i>	The Company was incorporated in the year 1994 and being engaged in commercial production commenced simultaneously.																												
(3)	<i>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</i>	Not applicable																												
(4)	<i>Financial performance based on given indicators –</i>	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25 (Amount in Lakhs)</th> <th>FY 2023-24 (Amount in Lakhs)</th> <th>FY 2022-23 (Amount in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations</td> <td>75,241.89</td> <td>86,624.78</td> <td>51,580.36</td> </tr> <tr> <td>Other income</td> <td>4,632.08</td> <td>1,913.44</td> <td>1,825.33</td> </tr> <tr> <td>Total income</td> <td>79,873.97</td> <td>88,538.22</td> <td>53,405.69</td> </tr> <tr> <td>Profit before tax</td> <td>2,685.23</td> <td>9,640.27</td> <td>3,656.16</td> </tr> <tr> <td>Profit after tax</td> <td>2,093.91</td> <td>6,642.92</td> <td>783.86</td> </tr> <tr> <td>Earnings per share (in Rs.)</td> <td>1.73</td> <td>6.96</td> <td>0.85</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (Amount in Lakhs)	FY 2023-24 (Amount in Lakhs)	FY 2022-23 (Amount in Lakhs)	Revenue from operations	75,241.89	86,624.78	51,580.36	Other income	4,632.08	1,913.44	1,825.33	Total income	79,873.97	88,538.22	53,405.69	Profit before tax	2,685.23	9,640.27	3,656.16	Profit after tax	2,093.91	6,642.92	783.86	Earnings per share (in Rs.)	1.73	6.96	0.85
Particulars	FY 2024-25 (Amount in Lakhs)	FY 2023-24 (Amount in Lakhs)	FY 2022-23 (Amount in Lakhs)																											
Revenue from operations	75,241.89	86,624.78	51,580.36																											
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Earnings per share (in Rs.)	1.73	6.96	0.85																											
(5)	<i>Foreign investments or collaborators:</i>	<p>The Company has overseas wholly-owned subsidiaries:</p> <ul style="list-style-type: none"> a) Exicom Tele-Systems (Singapore) Pte. Ltd. b) Exicom Power Solutions B.V., Netherlands* c) Horizon Power Solutions L.L.C. FZ, Dubai <p><i>*As on date of this notice, the status of Exicom Power Solutions</i></p>																												

		<p><i>B.V, (“Exicom B.V.”) is a wholly owned subsidiary and the board of directors of Exicom B.V. had approved dilution of stake in equity shares and upon completion of dilution, the Exicom B.V. is ceased to be wholly owned subsidiary but remains material subsidiary of the Company.</i></p> <p>Further, the Company also has step-down subsidiaries holding investments through its Subsidiaries:</p> <p>a) Horizon Tele Systems Sdn. Bhd, Malaysia; <i>(Wholly owned subsidiary of Exicom Tele-Systems (Singapore) Pte. Ltd.)</i></p> <p>b) Tritium Power Solutions Limited (UK)</p> <p>c) Tritium Power Solutions Inc.(USA)</p> <p>d) Tritium Nexgen Solutions B.V., (Netherlands)</p> <p>e) Tritium Power Solutions Pty Ltd, (Australia) <i>(Companies numbered from (b) to (e) are wholly owned subsidiaries of Exicom Power Solutions B.V.)</i></p>
(6)	Information about the appointee:	The requisite information relating to the appointee, as required under applicable law, is provided in ‘ Annexure- A ’.

II. Information about the appointee: Covered in ‘**Annexure- A**’.

III. Other Information:

<p>Justification for remuneration exceeding the limits prescribed under Section 197/Reasons for loss or inadequate profits</p>	<p>As per the standalone financial statements of the Company for the financial year ended March 31, 2025, the Company has reported profits. However, the proposed managerial remuneration, including commission, is likely to exceed the percentage-based limits prescribed under Section 197(1) of the Act. Accordingly, approval of the Members is being sought to enable payment of such remuneration in accordance with Section 197 read with Section II of Part II of Schedule V to the Act.</p> <p>The requirement for such approval arises on account of the scale and complexity of the Company’s operations, its investment-led growth strategy, overseas expansion initiatives and the leadership responsibilities discharged by the Managing Director & Chief Executive Officer and Whole-time Director of the Company.</p>
<p>Steps taken or proposed to be taken for improvement</p>	<ul style="list-style-type: none"> • Pursuing strategic partnerships and alliances to expand presence in new geographies and customer segments; • Strengthening market intelligence and customer insights to enhance product positioning and align offerings with market requirements;

	<ul style="list-style-type: none"> • Expanding go-to-market capabilities, including localisation of sales and marketing strategies, to improve customer reach and engagement across regions; • Enhancing operational efficiencies and capacity utilisation across manufacturing and service operations to support scalable growth; • Focusing on customer acquisition and retention initiatives to build a sustainable and diversified revenue base; and • Integrating sustainability and ESG considerations into business operations in line with global standards and regulatory expectations.
<p>Expected increase in productivity and profits in measurable terms</p>	<p>Based on the initiatives outlined above, the Company expects to achieve improvements in operational efficiencies, capacity utilisation and market reach over the medium term. These measures are expected to contribute to enhanced productivity, improved margins and a gradual strengthening of profitability. While the impact of such initiatives will be influenced by market conditions and execution timelines, the Company remains confident that these steps will support sustainable growth and value creation for its stakeholders.</p>

**By Order of the Board of Directors
For Exicom Tele-Systems Limited**

Sd/-

**Sangeeta Karnatak
Company Secretary & Compliance Officer
Membership No.: A25216**

**Place: Gurugram
Date: March 5, 2026**

**Registered Office:
8, Electronics Complex, Chambaghat,
District Solan, Himachal Pradesh-173213**

**Website: www.exicom.com
E-mail: investors@exicom.in**

Annexure- A
Information as required under Secretarial Standards-2 on General Meetings, as prescribed by the Institute of Company Secretaries of India

Name of Director	Mr. Anant Nahata	Mr. Vivekanand Kumar
DIN	02216037	10244171
Date of Birth	04.11.1983 (aged 42 years)	23.01.1974 (aged 52 years)
Nationality	Indian	Indian
Date of First appointment on the Board of the Company	04.06.2008	21.08.2023
Background details, Qualification(s), Experience and nature of expertise in specific functional areas	<p>Mr. Anant Nahata is a graduate in Economics with more than 15 years of rich experience.</p> <p>Mr. Anant Nahata is a Promoter and Managing Director & Chief Executive Officer of the Company and is responsible for providing strategic leadership and direction to the Company's operations in India and overseas markets. He possesses experience in the power electronics and EV Charging industry and has been associated with the Company since June 4, 2008, during which period he has played a key role in the Company's growth and evolution into a leading player in the Indian power electronics market.</p>	<p>Mr. Vivekanand Kumar holds a bachelor's degree in technology (production) from the Vinoba Bhave University, Hazaribagh and a post graduate diploma in business administration from Symbiosis Centre for Distance Learning.</p> <p>Mr. Vivekanand Kumar is Whole-time Director of the Company and provides strategic direction and leadership across operations, ensuring excellence in manufacturing, quality assurance, supply chain, and service delivery; drives operational strategies that support the company's business goals and enhance competitive advantage in both domestic and international markets.</p> <p>He was previously the Vice President -Operations of the Company and has been associated with our Company since January 27, 2021. As VP-Operations he led operational teams to achieve high standards in production efficiency, process optimization, and collaborated closely with cross-functional stakeholders to align operational initiatives with the company's</p>

		strategic priorities and spearheaded initiatives to strengthen operational excellence and foster innovation within the organization.
Recognition & Awards	<p>Under his leadership, Exicom has grown from an INR 60 Cr company in 2010 to an INR 1000+ Cr entity by 2024, with vertically integrated operations spanning R&D, engineering, manufacturing, sales, and service. He successfully guided Exicom to a public listing on the National Stock Exchange of India Limited and BSE Limited, positioning the company for further growth and visibility.</p> <p>Mr. Anant was also honored with the Business World 40 Under 40 Award for his outstanding contributions to the industry.</p>	Mr. Vivekanand Kumar has been recognized internally for his contributions to strengthening operational efficiency and supporting the Company's growth, which led to his elevation to the position of Whole-time Director.
Number of Shares held in the Company as on the date of this notice	Nil	13,131
Directorships in other Companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Exicom Energy Systems Private Limited 2. Exicom Power Systems Private Limited 3. Satellite Finance Private Limited 4. Infotel Infocomm Enterprises Private Limited 5. NextWave Communications Private Limited 6. MNV Alliances Private Limited 7. Offspring Infratech Private Limited 8. Offspring Projects Private Limited 	NA
Membership/Chairmanship of Committee of other Board (In terms of SEBI	NIL	NIL

LODR, only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered)																		
Number of Board Meetings attended during the year	5/5	5/5																
Disclosure of Relationship between Director Inter-se and Key Managerial Personnel's of the Company	<p>Mr. Anant Nahata is the Promoter of the Company and holds a controlling interest in the Company indirectly through NextWave Communications Private Limited, a corporate promoter of the Company.</p> <p>Mr. Anant Nahata is not related to any Director, Key Managerial Personnel of the Company within the meaning of the Act.</p>	<p>Mr. Vivekanand Kumar does not have any pecuniary relationship, directly or indirectly, with the Company or its promoters, and is not related to any Director, Key Managerial Personnel or promoter of the Company within the meaning of the Act.</p>																
Remuneration sought to be and terms and conditions	As provided in item nos. 1 and 2 of explanatory statement.																	
Past Remuneration	<table border="1" data-bbox="521 1293 954 1478"> <thead> <tr> <th>Financial Year</th> <th>FY 2024-25</th> <th>FY 2023-24</th> <th>FY 2022-23</th> </tr> </thead> <tbody> <tr> <td>*Remuneration (in lakhs)</td> <td>105.70</td> <td>105.70</td> <td>105.69</td> </tr> </tbody> </table> <p><i>*At the time of approval of his appointment, Members had approved remuneration of up to ₹2,00,00,000 per annum with annual increment not exceeding 8% together with commission of up to 5% of net profits. However, the actual remuneration paid during the above financial years remained significantly below the approved limits and no commission was paid.</i></p>	Financial Year	FY 2024-25	FY 2023-24	FY 2022-23	*Remuneration (in lakhs)	105.70	105.70	105.69	<table border="1" data-bbox="987 1293 1463 1728"> <thead> <tr> <th>Financial Year</th> <th>FY 2024-25</th> <th>FY 2023-24</th> <th>FY 2022-23</th> </tr> </thead> <tbody> <tr> <td>Remuneration (in lakhs)</td> <td>93.97 (cash remuneration; ESOPs granted separately under the approved ESOP scheme)</td> <td>*45.07</td> <td>-</td> </tr> </tbody> </table> <p><i>*Mr. Vivekanand Kumar was appointed as Whole-time Director on the Board w.e.f. August 21, 2023, at a remuneration of up to ₹1,25,00,000 per annum, as approved by the Members. The remuneration specified is applicable for the period from August 21, 2023 to March 31, 2024 in FY 2023-24.</i></p>	Financial Year	FY 2024-25	FY 2023-24	FY 2022-23	Remuneration (in lakhs)	93.97 (cash remuneration; ESOPs granted separately under the approved ESOP scheme)	*45.07	-
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<p>Comparative remuneration profile with respect to industry, size of the Company, profiles of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</p>	<p>Considering the size, scale, and complexity of our operations, as well as the roles, substantial responsibilities and experience of Mr. Anant Nahata and Mr. Vivekanand Kumar, the proposed remuneration is considered appropriate and well-justified. Furthermore, a review of industry benchmarks indicates that the proposed compensation is broadly in line with the compensation levels of Managing Directors, Chief Executive Officers, and Whole-time Directors in comparable companies. This alignment enables the Company to remain competitive in attracting and retaining experienced leadership talent.</p>
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**By Order of the Board of Directors
For Exicom Tele-Systems Limited**

**Place: Gurugram
Date: March 5, 2026**

**Sd/-
Sangeeta Karnatak
Company Secretary & Compliance Officer
Membership No.: A25216**

**Registered Office:
8, Electronics Complex, Chambaghat,
District Solan, Himachal Pradesh-173213**

**Website: www.exicom.com
E-mail: investors@exicom.in**