

Date: August 07, 2024

BSE Limited 1st 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, 5th Floor, C – 1, Block G Bandra – Kurla Complex, Bandra (E) Mumbai – 400051 cmlist@nse.co.in Symbol-EXICOM
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Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Subject: Postal Ballot Notice for Exicom Tele-Systems Limited (the “Company”)

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations read with Para A of Part A of Schedule III, we hereby enclose the copy of the Postal Ballot Notice of the Company dated August 07, 2024 along with Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI Listing Regulations (“**Notice**”), dispatched electronically on August 07, 2024, seeking approval of the Members of the Company on the Special Resolution forming part of the Notice.

In accordance with the General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 05, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, the 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 the Depositories and whose email addresses are registered with the Company / Depositories as on Monday, August 05, 2024, (“**Cut-Off Date**”). Accordingly, physical copies of the Notice, Postal Ballot forms etc., is not being sent to the Members for this Postal Ballot. The assent or dissent on the above resolutions can be communicated by the Members through remote e-voting process (“**e-voting**”) only.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for providing remote e-voting facility to all its Members. The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. (IST) on Thursday, August 8, 2024
Conclusion of e-voting period	5.00 p.m. (IST) on Friday, September 6, 2024

The Members whose e-mail address is not registered with the Depositories may please follow the process as given in the ‘Notes’ to the Notice.

Calendar of Events for the postal ballot process is detailed below:

Sl. No.	Particulars	Schedule
1.	Cut-off Date	August 05, 2024
2.	Date of Dispatch of Postal Ballot Notice	August 07, 2024
3.	Newspaper advertisement informing dispatch of notice	August 08, 2024
4.	Start time and date of e-voting	9:00 a.m. (IST) August 08, 2024
5.	Closure time and date of e-voting	5:00 p.m. (IST) September 06., 2024
6.	Submission of E-voting Result	On or before September 10, 2024

The Notice is also being uploaded on the Company's website at www.exicom.in, website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the e-voting agency i.e. NSDL at www.evoting.nsdl.com.

The results of remote e-voting will be declared on or before Tuesday, September 10, 2024 and the same shall be intimated to BSE Limited and National Stock Exchange of India Limited and will also be displayed on the Company's website www.exicom.in.

Please take the above information on record.

Thanking You,

Yours faithfully,

For Exicom Tele-Systems Limited

Sangeeta Karnatak
Company Secretary & Compliance officer
Membership No. -A25216

Enclosed: As above



EXICOM TELE-SYSTEMS LIMITED

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

CIN: L64203HP1994PLC014541

Website: www.exicom.in; Email: investors@exicom.in; Tel.: 0124-6615200

POSTAL BALLOT NOTICE

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

To the Members of the Company,

Notice is hereby given that the resolution set out below is proposed for approval by the Members of Exicom Tele-Systems Limited (“**the Company**”) by means of Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Sections 108 and 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules therewith, General Circular Nos.14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution proposed in this Postal Ballot Notice (“**Notice**”) and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

The Board of Directors have appointed CS Mohd. Zafar, (Membership No. 9184), a Practicing Company Secretary, partner at M/s. MZ & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through 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 e-voting process are requested to read the instructions carefully indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by 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 Thursday, 8 th August, 2024
Conclusion of e-voting period	5.00 p.m. (IST) on Friday, 6 th September, 2024
Cut-off date for eligibility to vote	Monday, 5 th August, 2024

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 by Postal Ballot 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 **10th September, 2024**, 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.in and the website of NSDL at www.evoting.nsdl.com.

SPECIAL BUSINESS:

ENHANCEMENT OF THE EXISTING LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to exercise its powers to:

- (a) give any loan(s) to any person or other body corporate; and/or
- (b) give any guarantee(s) or provide security(ies) (including in the nature of indemnity(ies)) in connection with a loan to any other body corporate or person; and/or
- (c) make investment (by way of subscription, purchase or otherwise) in the securities of any other body corporate including in Equity Shares, Preference Share(s), Debenture(s), Debenture Stock(s), Inter Corporate Deposits (excluding bank deposits) of Body Corporate(s), Securitized Debt Instruments viz. Pass through Certificates (PTC) etc., Government Securities, unit(s) of schemes of Alternative Investment Funds, units of schemes of Mutual Funds and other Securities as defined under Securities Contracts (Regulation) Act, 1956;

in one or more tranches, from time to time, **up to the maximum amount of Rs. 1500 crores** (Rupees One Thousand and Five Hundred Crores only), notwithstanding that the investments/ acquisitions, loans, guarantees, securities, indemnities to be provided along with Company's existing loans or guarantee/security/ indemnity or investments/ acquisitions may exceed sixty percent of the Company's paid-up shares capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and are hereby authorized to take from time to time all decisions and steps in respect of the matters as stated under Para (a) to (c) above including the timing, amount and other terms and conditions of such matters and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company in pursuance of such loans, guarantees and investments/ acquisitions.”

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

**Place: Gurugram
Date: 7th August, 2024**

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

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

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

NOTES:

1. The explanatory statement pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act read with the Rules framed thereunder, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice (“**Notice**”) is 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 **Monday, 5th August, 2024 (“Cut-off Date”)** and whose e-mail address is registered with the Company /Company’s Registrar and 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 e-Voting facility being offered by the Company instead of physical PostalBallot forms.
3. A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the 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 resolution is restricted only to e-voting 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 Monday, 5th August, 2024 (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 Transfer Agent/Depositories), shall be entitled to vote by remote e-voting on the proposed resolution 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 e-voting by Members who have not registered their email address, is explained in the instructions given in point no. 13 below.

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 e-voting i.e. Friday, 6th September, 2024. 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 e-voting period mentioned herein below in this Notice.

7. 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.
8. The e-voting period commences at 9:00 a.m. (IST) on Thursday, 8th August, 2024 and ends at 5:00 p.m. (IST) on Friday, 6th September, 2024. 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.
9. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
10. 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.
11. The Resolution, 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. Friday, 6th September, 2024**. Further, resolution 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.
12. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Board in this regard. The results of Postal Ballot shall be declared within two working days from conclusion of the remote e-voting through Postal Ballot i.e. **on or before Tuesday, 10th September, 2024**. 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 www.exicom.in and on the website of NSDL at www.evoting.nsdl.com.

13. 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 9th December, 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.nsdl.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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.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
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	to directly access the system of all e-Voting Service Providers.
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.

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 demat mode 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 22 55 33

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

<p><u>How to Log-in to NSDL e-Voting website?</u></p> <ol style="list-style-type: none"> 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.
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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

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, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

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 shareholders 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 9th December, 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) of the Companies Act , 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Additional Information as required under the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Circulars issued thereunder.

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- give any loan to any person or other body corporate;;
- give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the Act, where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the Act, prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186(3) of the Act shall not apply, however it will be included for the purpose of overall limit in the normal course of business. The Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the Act.

Considering the long term strategic business objectives of the Company, which requires the Company to make sizeable investments, provide inter-corporate loans and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits from Rs. 500 crores (which is the limit as specified under section 186(2) of the Act) up to the maximum amount of Rs. 1500 crores. Any investments, loans, guarantees, or securities undertaken on behalf of the Company shall be conducted with the highest regard for the Company's best interests. All terms and conditions shall be negotiated to ensure that they are the most advantageous and beneficial for the Company and its stakeholders. Accordingly, the Board of Directors in their meeting held on 5th August , 2024 approved increasing the aforesaid threshold by Rs. 1500 Crores (Rupees One thousand Five Hundred Crores Only) over and above the limit specified under Section 186 of the Act, subject to approval of shareholders.

Therefore, it is proposed to seek approval of members by way of a Special Resolution under Section 186(2) of the Act to authorize the Board to make investments in, giving loans, inter corporate deposits and guarantees to various persons and bodies corporate from time to time, upto the maximum amount of Rs. 1500 Crores.

Hence, the Board recommends the passing of resolution as set out in the Notice for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

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

**Place: Gurugram
Date: 7th August, 2024**

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

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

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