

Date: September 27, 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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Re: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Subject: Proceedings of the 30th Annual General Meeting ("AGM") of Exicom Tele-Systems Limited ("the Company")

Dear Sir/Madam,

We wish to inform you that the 30th Annual General Meeting ('AGM') of the members of the Company was held today, i.e., on Friday, September 27, 2024 at 11:30 a.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') and the business mentioned in the AGM Notice dated September 04, 2024, was transacted.

In terms of Regulation 30 read with Para A of Part A of Schedule III to the SEBI Listing Regulations, read with SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, the proceedings of the AGM are enclosed herewith.

You are requested to kindly take the same on records.

Thanking You,

Yours faithfully,

For Exicom Tele-Systems Limited

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

Enclosed: proceedings of 30th AGM

PROCEEDINGS OF THE 30th ANNUAL GENERAL MEETING OF THE MEMBERS OF EXICOM TELE-SYSTEMS LIMITED**Date, Time and Mode of the Meeting:**

The 30th Annual General Meeting (“AGM”) of the Members of Exicom Tele-Systems Limited (“the Company”) was held on Friday, September 27, 2024 at 11:30 a.m. (IST) through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’), without the physical presence of the members at a common venue, in due compliance with the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”).

Directors Present through VC:

1. Mr. Anant Nahata : Managing Director and CEO, Chairman of Risk Management Committee and Member of CSR Committee
2. Mr. Himanshu Baid : Non-Executive Director and Member of Nomination Remuneration and Compensation Committee
3. Mr. Subhash Chander Rustgi : Non-Executive Director and Member of Audit Committee
4. Mr. Vivekanand Kumar : Whole-time Director and Member of Stakeholders’ Relationship Committee and Risk Management Committee
5. Ms. Leena Pribhdas Gidwani : Non-Executive Independent Director and Chairperson of CSR Committee and Member of Audit Committee and Risk Management Committee
6. Ms. Karen Wilson Kumar : Non-Executive Independent Director and Chairperson of the Audit Committee and Member of CSR Committee
7. Mr. Manoj Kumar Kohli : Non-Executive Independent Director and Chairman of Nomination Remuneration and Compensation Committee and Stakeholders’ Relationship Committee
8. Ms. Mahua Acharya : Non-Executive Independent Director and Member of Nomination Remuneration and Compensation Committee

In attendance through VC:

1. Mr. Shiraz Khanna : Chief Financial officer and Member of Risk Management Committee
2. Mrs. Sangeeta Karnatak : Company Secretary and Compliance officer
3. Mr. Ravi Dakliya and Mr. Naveen Jain : Partners of Khandelwal Jain & Co., Chartered Accountants, Statutory Auditors
4. Mrs. Anupam R. Aggarwal : M/s. Anupam Aggarwal & Associates, Company Secretaries, Secretarial Auditor in the FY 2023-24
5. CS Mohd. Zafar : Partner of MZ & Associates, Company Secretaries, Secretarial Auditor and Scrutinizer

Number of Members attended the meeting: 57

Chairman of the 30th AGM:

As per Article No. 15.5 of the Articles of Association of the Company, Mr. Anant Nahata, Managing Director and Chief Executive Officer of the Company, was appointed as the **Chairman** of the meeting, with the consent of all the Board of Directors.

Attendance & Quorum:

Mr. Anant Nahata, Chairman of this meeting, welcomed the members and confirmed the presence of requisite quorum as per Section 103 of the Companies Act, 2013 and called the meeting to order.

Proceedings in brief:

- a) The moderator provided by National Securities Depositories limited ("NSDL") which was engaged by the Company for the VC platform to hold virtual AGM, welcomed the Members attending the AGM of the Company and informed that for the smooth-conduct of the AGM, the Members will be in mute mode to avoid disturbance during the proceedings of the meeting. The moderator handed over the proceedings to the Company Secretary.
- b) The Company Secretary and Compliance officer, welcomed the Members, Directors, Chief Financial Officer, Auditors and Scrutinizer at the 30th AGM of the Company. She informed that in accordance with the provisions of the Companies Act, 2013 and the circulars issued by MCA and SEBI, the AGM was conducted through video conference and Other Audio Visual Means. The Company had taken all feasible efforts to ensure that Members were provided an opportunity to participate and to vote on the items being considered in the AGM.
- c) She explained that in accordance with the Articles of Associations of the Company, Mr. Anant Nahata, MD and CEO has been appointed as Chairman of this meeting, with the consent of all the Board of Directors. Thereafter, the Chairman presided over the meeting.
- d) The Chairman welcomed the Members and confirmed the presence of requisite quorum as per Section 103 of the Companies Act, 2013 and called the meeting to order. He further, requested the Directors and KMPs of the Company, who had joined the meeting through VC to introduce themselves. After the introduction of Directors and KMP, the Chairman introduced the Auditors of the Company.
- e) The Chairman invited Mrs. Sangeeta Karnatak, Company Secretary and Compliance officer of the Company to give general instructions to the Members pertaining to the Annual General Meeting in compliance of the Circulars.
- f) She informed that the Company has received authorization letters along with Board Resolutions from the Corporate Members, authorizing their representatives under Section 113 of the Companies Act, 2013 for attending the AGM.
- g) She further informed that the statutory registers as mandated under the Companies Act, 2013 and other documents referred in the Notice of the AGM were available for inspection electronically by the Members.

- h) The Company Secretary & Compliance Officer informed that the Company had provided remote e-voting facility through NSDL to its Members to cast their votes electronically on all the resolutions set out in the Notice of AGM. The remote e-voting commenced at 9:00 a.m. on Tuesday, September 24, 2024 and ended at 5:00 p.m. on Thursday, September 26, 2024. Further, the Company Secretary informed that the Company had also provided e-voting facility to its Members to cast their votes during the proceedings of AGM. To enable those Members who had not cast their vote earlier through Remote e-voting, the facility of e-voting was made available up to 30 minutes from the conclusion of meeting by the Chairman.
- i) The Company Secretary & Compliance Officer further informed that the Board of Directors had appointed CS Mohd. Zafar, Practising Company Secretary, Partner of MZ & Associates, as the Scrutinizer for the purpose of scrutinizing the remote e-Voting process and e-Voting during the AGM, in a fair and transparent manner.
- j) The Company Secretary informed the members that the combined results of remote e-Voting and e-Voting during the 30th AGM along with the Consolidated Scrutinizer's Report thereon, would be announced in compliance with applicable provisions, latest by 1st October, 2024 and shall be disseminated to the stock exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and uploaded on the website of NSDL and also on the website of the Company.
- k) The Company Secretary & Compliance Officer then invited Mr. Anant Nahata, Chairman of the meeting, to address the Members. Thereafter, the Chairman gave an overview of the Company including financial performance for the financial year ended March 31, 2024, business updates and future outlook.
- l) After the Chairman's speech, the Company Secretary informed that since the Notice of the AGM, and Annual Report for Financial year 2023-24 containing Board's Report, Auditor's Report, financial statements and other reports were already circulated to the Members through electronic mode, the Notice convening the AGM, the Director's Report and the Auditor's Reports were taken as read. The Company Secretary & Compliance Officer also informed the Members that the Statutory Auditors' Report and Secretarial Auditor's Report did not contain any qualification or adverse remarks.
- m) With the permission of the Chairman, Mrs. Sangeeta Karnatak, Company Secretary & Compliance Officer, proceeded with the formal agenda items.

The Company Secretary & Compliance Officer read the items of the Ordinary and Special Businesses which were transacted at the 30th Annual General Meeting, as detailed below:

Sl. No.	Subject of Resolutions	Type of Resolution
Ordinary Business		
1.	Adoption of Audited Standalone Financial Statements for the financial year ended March 31, 2024	Ordinary Resolution
2.	Adoption of Audited Consolidated Financial Statements for the financial year ended March 31, 2024	Ordinary Resolution
3.	Re-appointment of Mr. Subhash Chander Rustgi, as a Director liable to retire by rotation	Ordinary Resolution
Special Business		
4.	To consider and ratify the remuneration of Cost Auditors for the Financial Year 2024-25	Ordinary Resolution

5.	Ratification and Approval of amendments in Exicom Tele-Systems Limited Employees Stock Option Scheme-2023	Special Resolution
6.	Ratification of Grant of Options to Employees of the Subsidiary Company(ies) of the Company, in India or Outside India, under the Exicom Tele-Systems Limited Employees Stock Option Scheme-2023	Special Resolution

- n) Thereafter, on the request of the Company Secretary & Compliance Officer, the Moderator invited the Members who had registered themselves as speakers to express their views and ask their queries sequentially. The Chairman of the meeting suitably replied the queries raised by the Members.
- o) The Company Secretary & Compliance Officer requested Members who had not participated in remote e-voting to cast their votes within 30 minutes following the conclusion of the meeting.
- p) She further informed that the voting results along with the scrutinizers report will be available on the website of the Company and the stock exchanges, in compliance with the statutory provisions. She then invited the Chairman to conclude the meeting.
- q) The Chairman thanked all the shareholders, Board members, Auditors and employees for their continued support and trust in the company and concluded the meeting.
- r) Hence, the meeting concluded at 1:06 p.m. (including time allowed for e-Voting at AGM).

Kindly take the above on record and oblige.

Thanking You,

Yours Faithfully,

For Exicom Tele-Systems Limited

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

Date: September 27, 2024

Place: Gurugram