

General information about company	
Scrip code	544133
NSE Symbol	EXICOM
MSEI Symbol	NA
ISIN	INE777F01014
Name of the entity	Exicom Tele-Systems Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Whether the listed entity has a Regular Chairperson

No

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Anant Nahata	ABGPN0784M	02216037	Executive Director	Not Applicable	CEO-MD	04-11-1983
2	Mr	Himanshu Baid	ABRPB7446D	00014008	Non-Executive - Independent Director	Chairperson		08-06-1968
3	Mr	Subhash Chander Rustgi	AACPR8447G	06922968	Non-Executive - Non Independent Director	Not Applicable		23-09-1953
4	Mr	Mr.Vivekanand Kumar	AINPK6362J	10244171	Executive Director	Not Applicable		23-01-1974
5	Ms	Ms. Leena Pribhdas Gidwani	AAAPG9493R	06969243	Non-Executive - Independent Director	Not Applicable		20-01-1967
6	Ms	Ms. Karen Wilson Kumar	AAJPK3651N	05297981	Non-Executive - Independent Director	Not Applicable		03-11-1968

I. Composition of Board of Directors**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		04-06-2008	07-07-2023		189	1	0	1	0			
2	NA		11-11-2008	30-04-2019		185	2	1	3	2			
3	NA		01-09-2015	29-08-2022		103	1	0	1	0			
4	NA		21-08-2023	21-08-2023		8	1	0	1	0			
5	NA		01-04-2020	05-08-2020		48	1	1	0	0			
6	NA		16-09-2023	16-09-2023		7	1	1	1	0			

Text Block	
Textual Information(1)	<p>1. The Company has appointed Mr Himanshu Baid who is an Independent Director of the Company as the Chairman of the Board.</p> <p>2. The Independent Director Ms Karen Wilson Kumar and Executive Director Mr Vivekanand Kumar were appointed directly by the Shareholders of the Company. Therefore the date of appoitment and re-appointment is same.</p>

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	Our Company has appointed Mr Shiraz Khanna who is the CFO of the Company as the Member of Risk Management Committee, with effect from 15-09-2023

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00014008	Himanshu Baid	Non-Executive - Independent Director	Chairperson	15-09-2023		
2	06922968	Subhash Chander Rustgi	Non-Executive - Non Independent Director	Member	15-09-2023		
3	05297981	Ms. Karen Wilson Kumar	Non-Executive - Independent Director	Member	15-09-2023		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00014008	Himanshu Baid	Non-Executive - Independent Director	Chairperson	15-09-2023		
2	06922968	Subhash Chander Rustgi	Non-Executive - Non Independent Director	Member	15-09-2023		
3	05297981	Ms. Karen Wilson Kumar	Non-Executive - Independent Director	Member	15-09-2023		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00014008	Himanshu Baid	Non-Executive - Independent Director	Chairperson	15-09-2023		
2	02216037	Anant Nahata	Executive Director	Member	15-09-2023		
3	10244171	Mr.Vivekanand Kumar	Executive Director	Member	15-09-2023		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02216037	Anant Nahata	Executive Director	Chairperson	15-09-2023		
2	10244171	Mr.Vivekanand Kumar	Executive Director	Member	15-09-2023		
3	06969243	Ms. Leena Pribhdas Gidwani	Non-Executive - Independent Director	Member	15-09-2023		
4	00000000	Mr Shiraz Khanna	NA	Member	15-09-2023		Textual Information(1)

Sr Text Block	
Textual Information(1)	Mr Shiraz Khanna is the CFO of the Company.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06969243	Ms. Leena Pribhdas Gidwani	Non-Executive - Independent Director	Chairperson	15-09-2023		
2	02216037	Anant Nahata	Executive Director	Member	15-09-2023		
3	10244171	Mr.Vivekanand Kumar	Executive Director	Member	15-09-2023		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	26-12-2023				Yes	6	6	3
2		20-02-2024	55		Yes	6	6	3
3		21-03-2024	29		Yes	6	6	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	26-12-2023				Yes	3	3	2	0
2	Audit Committee	20-02-2024	55			Yes	3	3	2	0
3	Audit Committee	21-03-2024	29			Yes	3	3	2	0
4	Nomination and remuneration committee	20-02-2024				Yes	3	3	2	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	No
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Sangeeta Karnatak
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	The Company got listed on 05-03-2024, therefore this report for the period ended on 31-03-2024 shall be placed in the Upcoming Board Meeting.

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.exicom.in
2	Terms and conditions of appointment of independent directors	Yes		www.exicom.in
3	Composition of various committees of board of directors	Yes		www.exicom.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.exicom.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.exicom.in
6	Criteria of making payments to non-executive directors	Yes		www.exicom.in
7	Policy on dealing with related party transactions	Yes		www.exicom.in
8	Policy for determining ‘material’ subsidiaries	Yes		www.exicom.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.exicom.in
10	Email address for grievance redressal and other relevant details	Yes		www.exicom.in
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.exicom.in
12	Financial results	Yes		www.exicom.in
13	Shareholding pattern	Yes		www.exicom.in
14	Details of agreements entered into with the media companies and/or their associates	NA		

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.exicom.in
18	Credit rating or revision in credit rating obtained	Yes		www.exicom.in
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.exicom.in
20	Secretarial Compliance Report	NA		
21	Materiality Policy as per Regulation 30 (4)	Yes		www.exicom.in
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.exicom.in
23	Disclosures under regulation 30(8)	Yes		www.exicom.in
24	Statements of deviation(s) or variations(s) as specified in regulation 32	No	As our entity got listed on 05-03-2024, we are yet to receive Statement of deviation (if any) from our Monetering Agency.	

25	Dividend Distribution policy as per Regulation 43A(1)	No	Our entity is in top 1000 listed entity as on 31-03-2024, as a result we are in the process of formulating Dividend distribution policy and it will be approved by the Board of Directors in the upcoming Board Meeting	
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.exicom.in
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.exicom.in
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.exicom.in

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	NA	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	NA	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	NA	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	NA	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	NA	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	NA	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
	Any other information to be provided		Textual Information(1)	

Text Block	
Textual Information(1)	The Company got listed on 05-03-2024, therefore the points those have been marked as Not Applicable will be complied with in the first quarter of FY 2024-25

Annexure II		
1	Name of signatory	Sangeeta Karnatak
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	Sangeeta Karnatak
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block	
Textual Information(1)	<p>The Company has not granted any loan/debt advances/gaurantee/comfort letter/or securities to any</p> <ol style="list-style-type: none">1. Promoter or any other entity controlled by them.2. Promoter group or any other entity controlled by them.3. Directors(including relatives) or any other entity controlled by them.4. KMP or any other entity controlled by them <p>as required to be disclosed in the Additional Half yearly disclosure sheet</p>

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Sangeeta Karnatak
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	19-04-2024

