

## EXICOM TELE-SYSTEMS LIMITED

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

CIN: L64203HP1994PLC014541

Website: [www.exicom.com](http://www.exicom.com); Email: [investors@exicom.in](mailto:investors@exicom.in); Tel.: 0124-6615200

### NOTICE

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

**Notice** is hereby given that the **31<sup>st</sup> (Thirty-First) Annual General Meeting ("AGM")** of the Members of Exicom Tele-Systems Limited ("**the Company**") will be held on **Wednesday, September 24, 2025 at 3:30 P.M. (IST)** through Video Conferencing / Other Audio-Visual Means ("**VC**"/"**OAVM**") to transact the following businesses:

#### ORDINARY BUSINESS:

**1. ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, along with the Reports of the Board of Directors and the Auditors thereon and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, along with the Reports of the Board of Directors and the Auditors thereon as laid before this meeting, be and are hereby received, considered and adopted."

**2. ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 along with the Report of the Auditors thereon and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, along with the Report of the Auditors thereon as laid before this meeting, be and are hereby received, considered and adopted."

**3. APPOINTMENT OF DIRECTOR IN PLACE OF THE RETIRING DIRECTOR**

To appoint a Director in place of Mr. Vivekanand Kumar (DIN: 10244171), Director who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and Regulation 17(1C) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Vivekanand Kumar (DIN: 10244171), who retires by rotation at this Annual General Meeting, and being eligible, seeks re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### SPECIAL BUSINESS:

**4. RATIFICATION OF THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2025-26**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company hereby ratifies the remuneration amounting to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and out of pocket expenses to be incurred in connection with the cost audit, as approved by the Audit Committee and the Board of Directors, payable to M/s. SKG & Co., Cost Accountants (Firm Registration Number: 000418), who have been appointed as the Cost Auditors of the Company for conducting the audit of the cost records maintained by the Company, for the financial year 2025-26.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

**5. APPOINTMENT OF M/S. MZ & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force, and based on the recommendation



of the Audit Committee and the Board of Directors of the Company, M/s. MZ & Associates, Practicing Company Secretaries (Firm Registration No. P2014DE04000), be and is hereby appointed as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, commencing from financial year 2025-26 till financial year 2029-30, on such remuneration plus applicable taxes and reimbursement of out of pocket expenses as may be determined by the Board of Directors of the Company in consultation with the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any statutory authority(ies) or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

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

Place: Gurugram  
Date: August 28, 2025

**Sangeeta Karnatak**  
Company Secretary & Compliance Officer  
Membership No.: 25216

**Registered Office:**

8, Electronics Complex, Chambaghat,  
District Solan, Himachal Pradesh-173213  
Website: [www.exicom.com](http://www.exicom.com)  
E-mail: [investors@exicom.in](mailto:investors@exicom.in)



## NOTES:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (**"the Act"**), in respect of the special businesses to be transacted at the 31<sup>st</sup> Annual General Meeting (**"AGM"**), as set out under item nos. 4 & 5 of the Notice, is annexed hereto. The relevant details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and Secretarial Standard- 2 (**"SS-2"**) on General Meetings issued by the Institute of Company Secretaries of India in respect of Director seeking re-appointment at this AGM are also annexed as **'Annexure A'** to this Notice. Requisite declarations have been received from the Director seeking re-appointment.

2. In accordance with the provisions of the Act, the Rules made thereunder, and in compliance with the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023, and No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**"MCA"**), along with SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, and No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as **"the Circulars"**), companies are permitted to hold Annual General Meetings (**"AGMs"**) through Video Conferencing (**"VC"**) or Other Audio Visual Means (**"OAVM"**) without the physical presence of members at a common venue, up to September 30, 2025.

Hence, the 31<sup>st</sup> AGM of the Company is being convened through VC/OAVM on Wednesday, September 24, 2025 at 3:30 P.M. (IST), in compliance with the above Circulars, the Act, and the SEBI Listing Regulations.

**The deemed venue for the 31<sup>st</sup> AGM shall be the Registered office of the Company.**

3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended) and the circulars issued by the MCA, the Company is providing facility of remote e-Voting (prior to AGM) and e-Voting (during the AGM), to its Members in respect of the businesses to be transacted at this AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (**"NSDL"**) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.
4. As per the provisions of clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, the matters of special businesses as appearing in item nos. 4 and 5 of the accompanying notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

5. Electronic copy of the Notice of 31<sup>st</sup> AGM along with Annual Report for financial year 2024-25, indicating the process and manner of e-Voting is being sent to the Members whose email addresses are registered with the Company / Registrar and Share Transfer Agent (**"RTA"**) / Depositories / Depository Participant(s) for communication purposes.

6. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND THE SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

7. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 31<sup>st</sup> AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [cszafar@gmail.com](mailto:cszafar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and the Company at [investors@exicom.in](mailto:investors@exicom.in).

8. Members are requested to intimate changes, if any, pertaining to their names, postal address, Email IDs, telephone/mobile numbers, PAN, Bank Mandate details etc., to their Depository Participant(s) (**"DPs"**).

9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not registered the nomination are requested to register the same by following the procedure as prescribed by the SEBI. Formats of form is available on our website at [www.exicom.com](http://www.exicom.com) under investors' section.

10. Only Registered Members of the Company may attend and vote at the AGM through VC/OAVM facility. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

11. The Members can join the AGM in the VC/OAVM mode at least 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.



12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice of AGM and Annual Report for financial year 2024-25 are available on the website of the Company at [www.exicom.com](http://www.exicom.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the Notice is also available on the website of NSDL (agency for providing the remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Pursuant to SEBI Circular dated December 12, 2024 and Regulation 36 of the SEBI Listing Regulations, as amended, a letter containing the web link, along with the exact path to access the complete Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or DPs. The physical copies of Annual Report and Notice of AGM will be dispatched only to those shareholders who request for the same.
14. To prevent fraudulent transactions, Members are advised to exercise their due diligence and notify any change in address or demise of any Members as soon as possible. Members are also advised to not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
15. To support the "Green initiatives", Members who have not yet registered their Email IDs are requested to register the same with their DPs. Further, those Members who have already registered their Email IDs are requested to keep their Email IDs validated / updated with their DPs/ RTA, to enable servicing of notices / documents / Annual Reports and other communications electronically to their Email IDs in future.
16. The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, Register of contracts or arrangements in which directors are interested maintained under Section 189 of the Act, the certificate from the Secretarial Auditors of the Company that the Exicom Tele-Systems Limited Employees Stock Option Scheme-2023 and Exicom Tele-Systems Employees Stock Option Scheme-2025 ("ESOP Schemes") have been implemented in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and other relevant documents referred to in this Notice and explanatory statement, will be available electronically for inspection by the Members. All documents referred to in this Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 24, 2025. Members seeking to inspect such documents can send an email to [investors@exicom.in](mailto:investors@exicom.in).
17. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS.
18. **TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:** As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019.
19. **CUT-OFF DATE:** The cut-off date will be Wednesday, September 17, 2025 to determine the list of Members who are eligible for remote e-voting.
20. **REMOTE E-VOTING:** The remote e-Voting period commences on Sunday, September 21, 2025 at 9:00 a.m. (IST) and ends on Tuesday, September 23, 2025 at 5:00 p.m. (IST). During this period, the shareholders may cast their votes electronically. The remote e-Voting module shall be disabled by NSDL for e-Voting immediately thereafter. Once the vote on a resolution is cast by the Member, no change will be allowed subsequently.
21. Only those Members who will be present in the AGM through VC/OAVM and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM. The instructions for joining the AGM through VC/OAVM, remote e-Voting and e-Voting during the AGM are provided in the Note No. 27.
22. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 17, 2025. Any person who acquire the shares of the Company and become member of the Company after dispatch of Notice and holding shares as of cut-off date i.e. September 17, 2025, may obtain the Login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). A person who is not a member as on the cut-off date should treat this notice for information purpose only.
23. **SCRUTINIZER FOR E-VOTING:** Your Company has appointed CS Mohd. Zafar (having Membership No. F9184), a practicing Company Secretary through his firm M/s. MZ & Associates, as the Scrutinizer, to scrutinize the e-Voting process in a fair and transparent manner.
24. Members are requested to note that MUFG Intime India Private Limited (Previously known as Link Intime India Private Limited) having its office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083, is the RTA to manage the work related to shares of the Company.
25. Members desiring any information with regard to Annual Accounts/Annual Report are requested to submit their queries addressed to the Company Secretary & Compliance Officer at [investors@exicom.in](mailto:investors@exicom.in).
26. **DECLARATION OF RESULT:** The results shall be declared not later than forty-eight hours from conclusion of the AGM which is within the time stipulated under the applicable laws. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at [www.exicom.com](http://www.exicom.com) and the same will be simultaneously forwarded to BSE Limited and National Stock Exchange of India Limited, where the equity Shares of the Company are listed and shall be displayed at the Registered Office as well as at the Corporate Office of the Company.

Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the AGM i.e. September 24, 2025.



## 27. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER:-

How do I vote electronically using NSDL e-Voting system?

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

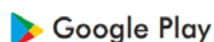
### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with other applicable circulars issued by SEBI 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 accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest 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 your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 site after successful authentication, wherein you can see e-Voting feature. 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 remote e-Voting period or joining virtual meeting & voting during the meeting.

**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 in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

## B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode

### How to Log-in to NSDL e-Voting website?

- 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.
- 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, 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)	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*****.

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. 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are 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](http://www.evoting.nsdl.com).
- b) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- c) 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.

#### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

- 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 and General Meeting is in active status.
- Select "**EVEN**" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "**VC/OAVM**" link placed under "**Join Meeting**".
- Now you are ready for e-Voting as the Voting page opens.
- 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**" when prompted.
- Upon confirmation, the message "**Vote cast successfully**" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

#### General Guidelines for shareholders:

- 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](mailto:cszafar@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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.

- 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?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051.

**Process for those shareholders whose email 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:**

- Please provide DPID-CLID (16 digit DPID + CLID 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](mailto:investors@exicom.in). If you are an Individual Shareholders, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- Alternatively Shareholder/Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with other applicable circulars issued by SEBI on e-Voting facility provided by Listed Companies, Individual shareholders 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from

doing so, shall be eligible to vote through e-Voting system in the AGM.

- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [investors@exicom.in](mailto:investors@exicom.in). The same will be replied by the Company suitably. Such questions shall be suitably taken up during the meeting.

**6. SPEAKER REGISTRATION BEFORE AGM:**

Members of the Company, holding shares as on the cut-off date i.e. September 17, 2025 and who would like to speak or express their views during the AGM, may register themselves as speakers by sending their request in advance from Friday, September 19, 2025, 9:00 a.m. (IST) up to Saturday, September 20, 2025, 5:00 p.m. (IST), mentioning their name, demat account number, email id, mobile number at [investors@exicom.in](mailto:investors@exicom.in). The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time for the AGM. Only Registered speakers will be allowed to speak during the meeting.



## EXPLANATORY STATEMENT

**{Pursuant to Section 102(1) of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration, Rules, 2014)}**

**The following statements sets out all material facts relating to Special Businesses mentioned in the accompanying Notice:**

### Item No. 4

The Board of Directors of the Company, on the recommendation of Audit Committee, had approved the re-appointment of M/s. SKG & Co., Cost Accountants, New Delhi (Firm Registration No.: 000418), in their meeting held on May 23, 2025, to conduct audit of relevant cost records of the Company for the financial year 2025-26 at a total remuneration of ₹ 1,50,000 (Rupees One Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, subject to ratification by the members of the Company in the ensuing AGM.

Pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought for aforesaid remuneration payable to the Cost Auditors of the Company for the financial year 2025-26.

The Board recommends the resolution as set out at Item No. 4 of the Notice for the approval of the Members as an Ordinary Resolution.

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

### Item No. 5

In accordance with the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors of the Company, at its meeting held on August 11, 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s. MZ & Associates, Practicing Company Secretaries (Firm Registration No. P2014DE04000), as the Secretarial Auditors of the Company, subject to the approval of the shareholders at the ensuing AGM, on the following terms and conditions:

- (i) Term of appointment: Five consecutive financial years, from FY 2025-26 till FY 2029-30.

- (ii) Proposed fees: Up to ₹2,00,000 (Rupees Two Lakhs only) per annum, plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year 2025-26. The fees for subsequent years shall be determined by the Board, based on the recommendation of the Audit Committee and in consultation with the Secretarial Auditors considering their knowledge, expertise, industry experience, and the time and efforts required, in line with industry benchmarks.

M/s. MZ & Associates have consented to act as the Secretarial Auditors of the Company and confirmed that their appointment, if approved, would be within the limits specified under applicable regulations of the Institute of Company Secretaries of India ("ICSI"). They have also confirmed that they are subject to peer review by ICSI and hold a valid Peer Review Certificate No. 6995/2025, in accordance with the latest regulatory requirements.

In addition to the secretarial audit, the Company may also obtain other services from M/s. MZ & Associates including but not limited to various certifications under applicable laws and statutory regulations, including those required by banks, statutory authorities, or in relation to audit-related matters and other permissible non-secretarial audit services. Such services will be remunerated separately on mutually agreed terms, as and when required.

M/s. MZ & Associates is a firm of Practicing Company Secretaries, established in October, 2014. The firm is primarily engaged in area of secretarial audit, corporate advisory services, transactional services, legal due diligence, compliance management, etc. for diverse entities, including the listed, unlisted, MSME and public sector entities. The firm has extensive experience in handling assignments for large listed entities and associated with the Company since FY 2024-25 as its Secretarial Auditors.

Considering the experience of the firm with the large listed companies, and its expertise, the Audit Committee and the Board recommends the resolution as set out at Item No. 5 for approval of the Members as an Ordinary Resolution.

Accordingly, the appointment of M/s. MZ & Associates are hereby proposed for the approval of the shareholders, to be appointed as Secretarial Auditors of the Company for a term of 5 (five) consecutive years i.e. from FY 2025-26 till FY 2029-30.

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

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

**Sangeeta Karnatak**

Company Secretary & Compliance Officer  
Membership No.: 25216

Place: Gurugram  
Date: August 28, 2025

### Registered Office:

8, Electronics Complex, Chambaghat,  
District Solan, Himachal Pradesh-173213

Website: [www.exicom.com](http://www.exicom.com)

E-mail: [investors@exicom.in](mailto:investors@exicom.in)



## Annexure- A

### DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD- 2 ON THE GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Name of Director	Vivekanand Kumar
DIN	10244171
Date of Birth	23-01-1974
Nationality	Indian
Date of first appointment on the Board	21-08-2023
Qualification	Bachelor's degree in Technology (Production) from the Vinoba Bhave University. Post graduate Diploma in Business Administration from Symbiosis Centre for Distance Learning
Experience, Expertise & Brief Profile	<p>Mr. Vivekanand Kumar has been a Whole-time Director on our Board since August 21, 2023. He was previously the Vice President –Operations of our Company and has been associated with our Company since January 27, 2021.</p> <p>He has been previously associated with Autoliv India Private Limited, Hydraulics Limited, Gates India Private Limited, GKN Drive (India) Limited, Caparo Engineering India Private Limited and Roop Automotives Limited.</p>
Shareholding in the Company including shareholding as beneficial owner*	13,131 Equity Shares pursuant to exercise of Exicom Tele-Systems Employees Stock Option Scheme 2023
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Remuneration received from the Company in the FY 2024-25	93.97 Lakhs
Number of meetings of the Board held and attended during the FY 2024-25	7/7
Directorships held in other Companies including Listed Entities	Nil
Chairman/ Member of the Committee of the Board of Listed Entities in which he is director	Member- Stakeholders Relationship Committee and Risk Management Committee
Listed Entities from which the Directors has resigned in the past three years.	Nil

\*as on the date of Notice