

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)

Dear Member(s),

Notice is hereby given to the Members of Exicom Tele-Systems Limited (**“the Company”**), pursuant to Sections 108 and 110 of the Companies Act, 2013 (**“the Act”**) 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 April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 9/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**hereinafter collectively referred to as “MCA Circulars”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations including any statutory modification(s) or re-enactment(s) thereof for the time being in force, that the Company is seeking consent of the Members of the Company by means of Postal Ballot, to the resolutions appended below, proposed to be passed through Postal Ballot by voting through electronic means only (remote e-voting).

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

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

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

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

www.exicom.com

Registered Office Address: 8 Electronics Complex, Chambaghat, Solan - 173 213 (H.P.)

Corporate Identification Number: L64203HP1994PLC014541 | E-mail: contact@exicom.in | Tel. No.: 01792-230948

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

Commencement of e-voting period	9.00 a.m. (IST) on Saturday, January 03, 2026
Conclusion of e-voting period	5.00 p.m. (IST) on Sunday, February 01, 2026
Cut-off date for eligibility to vote	Tuesday, December 30, 2025

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

The Scrutinizer shall after the conclusion of voting, unblock the votes cast through e-voting and make a Scrutinizer's Report of the total votes cast in favor and against, if any, and submit his report to the Chairman or any other person authorized by the Board. The results of the e-voting along with the Scrutinizer's Report shall be forwarded to the **BSE Limited ("BSE")** and **National Stock Exchange of India Limited ("NSE")** (collectively referred to as "**Stock Exchanges**"), on or before **February 03, 2026**, where the equity shares of the Company are listed. The results of the Postal Ballot will be hosted on the Company's website at www.exicom.com and the website of NSDL at www.evoting.nsdl.com.

SPECIAL BUSINESS:

1. Approval for Material Related Party Transactions with Exicom Power Solutions B.V., an Unlisted Material Subsidiary 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 Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the applicable provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder, and other applicable laws, if any (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), and in accordance with the Company's Policy on Related Party Transactions, and based on approval of the Audit Committee and recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded to the Company to enter into, continue, renew, extend or modify arrangement(s)/transaction(s) involving a transfer of resources or services (whether by way of individual transactions or a series of transactions) limited to (i) provision of unsecured loans by the Company to Exicom Power Solutions B.V., and (ii) purchase and sale of goods and/or availing or rendering of services, with Exicom Power Solutions B.V., which is presently a wholly-owned material subsidiary but is proposed, upon and subject to completion of its planned fund-raise, to cease to be a wholly-owned subsidiary and shall thereafter continue to remain a material subsidiary and shall also be treated as a related party of the Company (within the meaning of Section 2(76) of the Act, and/ or Regulation 2(1)(zb) of the SEBI Listing Regulations), provided that the aggregate value of all such transaction(s) shall not exceed ₹ 180 Crores (Rupees One Hundred Eighty Crores Only), as more specifically set out in Table A1 of the Explanatory Statement annexed to this Notice, and on such terms and conditions as may be mutually agreed to between the parties subject to such contract(s)/arrangement(s)/transaction(s) being undertaken on arm's length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include the Audit Committee and any other duly constituted committee empowered to exercise its powers, including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable in this connection, including finalising, varying, amending and executing necessary contract(s), arrangement(s), agreement(s) and such other documents, seeking all requisite approvals, and delegating all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company; and to resolve any questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person authorized as above, in connection with any matter(s) referred to or contemplated in the foregoing resolution, be and are hereby approved, and confirmed in all respects.”

2. Approval for Material Related Party Transactions between Exicom Power Solutions B.V., Netherlands and Tritium Power Solutions Pty Ltd, Australia, Subsidiaries 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 Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder, and other applicable laws, if any (including any statutory amendment(s), modification(s), or re-enactment(s) thereof), and in accordance with the Company’s Policy on Related Party Transactions, and based on the approval of the Audit Committee and the recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded in respect of the material related party transactions proposed to be entered into, continued, renewed, extended or modified between Exicom Power Solutions B.V., Netherlands, and Tritium Power Solutions Pty Ltd, Australia, involving a transfer of resources or services (whether by way of individual transactions or a series of transactions), limited to (i) provision of unsecured loans by Exicom Power Solutions B.V., Netherlands to Tritium Power Solutions Pty Ltd, Australia, and (ii) purchase and sale of goods and/or availing or rendering of services between Exicom Power Solutions B.V., Netherlands, and Tritium Power Solutions Pty Ltd, Australia, wherein Exicom Power Solutions B.V., Netherlands, is presently a wholly-owned material subsidiary of the Company but is proposed, upon and subject to completion of its planned fund-raise, to cease to be a wholly-owned subsidiary and shall thereafter continue to remain material subsidiary and shall also be treated as related party of the Company and Tritium Power Solutions Pty Ltd, Australia, which shall continue to remain a step-down material subsidiary and shall also be treated as related party of the Company (within the meaning of Section 2(76) of the Act, and/or Regulation 2(1)(zb) of the SEBI Listing Regulations), provided that the aggregate value of all such transaction(s) shall not exceed ₹ 260 Crores (Rupees Two Hundred Sixty Crores Only), as more specifically set out in Table A2 of the Explanatory Statement annexed to this Notice, and on such terms and conditions as may be mutually agreed to between the parties subject to such contract(s)/arrangement(s)/transaction(s) being undertaken on arm’s length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include the Audit Committee and any other duly constituted committee empowered to exercise its powers, including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable in this connection, including finalising, varying, amending and executing necessary contract(s), arrangement(s), agreement(s) and such other documents, seeking all requisite approvals, and delegating all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company; and to resolve any questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person authorized as above, in connection with any matter(s) referred to or contemplated in the foregoing resolution, be and are hereby approved, and confirmed in all respects.”

3. Approval for Material Related Party Transactions between Exicom Power Solutions B.V., Netherlands and Tritium Power Solutions Inc., USA, Subsidiaries 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 Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder, and other applicable laws, if any (including any statutory amendment(s), modification(s), or re-enactment(s) thereof), and in accordance with the Company’s Policy on Related Party Transactions, and based on the approval of the Audit Committee and the recommendation of the Board of Directors, approval of Members of the Company be and is hereby accorded in respect of the material related party transactions proposed to be entered into, continued, renewed, extended or modified between Exicom Power Solutions B.V., Netherlands, and Tritium Power Solutions Inc., USA involving a transfer of resources or services (whether by way of individual transactions or a series of transactions), limited to (i) provision of unsecured loans by Exicom Power Solutions B.V., Netherlands to Tritium Power Solutions Inc., USA and (ii) purchase and sale of goods and/or availing or rendering of services between Exicom Power Solutions B.V., Netherlands, and Tritium Power Solutions Inc., USA, wherein Exicom Power Solutions B.V., Netherlands, is presently a wholly-owned material subsidiary but is proposed, upon and subject to completion of its planned fund-raise, to cease to be a wholly-owned subsidiary and shall thereafter continue to remain material subsidiary and shall also be treated as related party of the Company and Tritium Power Solutions Inc. USA, which shall continue to remain a step-down subsidiary and shall also be treated as related party of the Company (within the meaning of Section 2(76) of the Act, and/ or Regulation 2(1)(zb) of the SEBI Listing Regulations); provided that the aggregate value of all such transaction(s) shall not exceed ₹ 256 Crores (Rupees Two Hundred Fifty Six Crores Only), as more specifically set out in *Table A3* of the Explanatory Statement annexed to this Notice, and on such terms and conditions as may be mutually agreed to between the parties subject to such contract(s)/arrangement(s)/transaction(s) being undertaken on arm’s length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include the Audit Committee and any other duly constituted committee empowered to exercise its powers, including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable in this connection, including finalising, varying, amending and executing necessary contract(s), arrangement(s), agreement(s) and such other documents, seeking all requisite approvals, and delegating all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company; and to resolve any questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person authorized as above, in connection with any matter(s) referred to or contemplated in the foregoing resolution, be and are hereby approved and confirmed in all respects.”

4. Approval for Material Related Party Transactions between Tritium Power Solutions Pty Ltd, Australia and Tritium Power Solutions Inc., USA, Subsidiaries 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 Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder, and other applicable laws, if any (including any statutory amendment(s), modification(s), or re-enactment(s) thereof), and in accordance with the Company’s Policy on Related Party Transactions, and based on the approval of the Audit Committee and the recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded in respect of the material related party transactions proposed to be entered into, continued, renewed, extended or modified between Tritium Power Solutions Pty Ltd, Australia and Tritium Power Solutions Inc., USA involving a transfer of resources or services (whether by way of individual transactions or a series of transactions), limited to (i) provision of unsecured loans by Tritium Power Solutions Inc., USA to Tritium Power Solutions Pty Ltd, Australia, and (ii) purchase and sale of goods and/or availing or rendering of services between Tritium Power Solutions Pty Ltd, Australia and Tritium Power Solutions Inc., USA, step-down subsidiaries and related parties of the Company (within the meaning of Section 2(76) of the Act, and/ or Regulation 2(1)(zb) of the SEBI Listing Regulations); provided that the aggregate value of all such transaction(s) (proposed to be undertaken after the cessation of the wholly-owned subsidiary exemption under Regulation 23(5) of the SEBI Listing Regulations) shall not exceed ₹ 327 Crores (Rupees Three Hundred Twenty Seven Crores Only), as more specifically set out in *Table A4* (sale and purchase of goods and availing or rendering of services) & *Table A5* (unsecured loan) of the Explanatory Statement annexed to this Notice, and on such terms and conditions as may be mutually agreed to between the parties subject to such contract(s)/arrangement(s)/transaction(s) being undertaken on arm’s length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include the Audit Committee and any other duly constituted committee empowered to exercise its powers, including powers conferred under this resolution) be and is

hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable in this connection, including finalizing, varying, amending and executing necessary contract(s), arrangement(s), agreement(s) and such other documents, seeking all requisite approvals, and delegating all or any of the powers conferred under this resolution to any Director, Key Managerial Personnel or any other Officer/Executive of the Company; and to resolve any questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person authorized as above, in connection with any matter(s) referred to or contemplated in the foregoing resolution, be and are hereby approved, and confirmed in all respects.”

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

**Place: Gurugram
Date: January 02, 2026**

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

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

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 (**“the Act”**) and other applicable provisions of the Act read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“Rules”**) as amended, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice (**“Notice”**), are appended hereto and forms part of this Notice.
2. In compliance with the applicable regulatory requirements and MCA Circulars, this Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/Register of Beneficial Owners maintained by National Securities Depository Limited (**“NSDL”**) and Central Depository Services (India) Limited (**“CDSL”**) (collectively referred to as **“Depositories”**) as on **December 30, 2025** (**“Cut-off Date”**) and whose e-mail address is registered with the Company /Company’s Registrar and Share Transfer Agent/Depositories, as on date. Accordingly, the physical copy of the Notice alongwith the Postal Ballot form and the pre-paid business reply envelope are not being sent to the Members. The communication of assent or dissent of the Members would only take place through the e-voting facility being offered by the Company instead of physical Postal Ballot forms.
3. A person who is not a Member as on the Cut-off Date should treat this Notice for informational purposes only. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote 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 December 30, 2025 (including those Members who may not have received this Notice due to non-registration of the email address with the Company/Company’s Registrar and Share Transfer Agent/Depositories), shall be entitled to vote by remote e-voting on the proposed resolutions specified in this Notice.
5. Members who have not registered/updated their email IDs so far are requested to register/update the same to get all notices, communications, etc. from the Company, electronically by contacting their respective Depository Participant(s). In case of any queries, Members may write to evoting@nsdl.com and investors@exicom.in.
6. The manner of remote e-voting by Members who have not registered their email address, is explained in the instructions given in point no. 14 below.

7. All material documents referred to in the Explanatory Statement, if any, will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by remote e-voting i.e. February 01, 2026. Members desirous of documents referred to in this Notice or Explanatory Statement may send their request at investors@exicom.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during remote e-voting period mentioned herein below in this Notice.
8. In compliance with Section 108 and Section 110 of the Act and the Rules made thereunder, the Company has appointed NSDL to provide the e-voting facility to the Members to exercise their votes electronically. The instructions for remote e-voting are provided as a part of this Notice which the Members are requested to read carefully before casting their vote.
9. The e-voting period commences at 9:00 a.m. (IST) on Saturday, January 03, 2026 and ends at 5:00 p.m. (IST) on Sunday, February 01, 2026. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of aforesaid period.
10. Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
11. Subject to the provisions of the Articles of Association of the Company, voting rights of the members/beneficial owners shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off Date. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting, i.e. **February 01, 2026**. Further, resolution(s) passed by the Members through Postal Ballot is deemed to have been passed as if they are passed at a general meeting of the Members.
13. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Board in this regard. The results of the Postal Ballot shall be declared within two working days from conclusion of the remote e-voting through Postal Ballot i.e. **February 3, 2026**. The result of the Postal Ballot along with the Scrutinizer's Report will be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively referred to as "**Stock Exchanges**") where the equity shares of the Company are listed and will also be displayed at the Notice Board of the Registered Office of the Company. The result declared, along with the Scrutinizer's Report will also be hosted on the Company's website at <https://www.exicom.com> and on the website of NSDL at www.evoting.nsdl.com.

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

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

Step 1: Access to NSDL e-voting system

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

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat account(s) in order to access e-voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL Viz. https://eservices.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



App Store



Google Play



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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in 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 21 09911

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

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile device.

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

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

4. Your User ID details are given below :

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

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

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

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

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

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

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

General Guidelines for Shareholders’/ Members

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

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

1. Please provide DP ID-Client ID (16 digit DP ID + CL ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@exicom.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

EXPLANATORY STATEMENT

Pursuant to Section 102(1) and 110 of the Act read with Rule 22 of the Companies(Management and Administration) Rules, 2014 and the additional information as required under the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time, and circulars issued thereunder

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

Item No. 1

The Company is a power management solutions provider, operating under two business verticals, (i) electric vehicle supply equipment (EV Charger(s) solutions business, wherein it provides smart charging systems with innovative technology for residential, business, and public charging use in India (“EV Charger Business”); and (ii) the critical power solutions business, wherein it designs, manufactures and service critical digital infrastructure technology to deliver overall energy management at telecommunications sites and enterprise environments in India and overseas (“Critical Power Business”).

Current Status of Exicom Power Solutions B.V., Netherlands:

Exicom Power Solutions B.V. (“**Exicom BV**”) is an unlisted material wholly-owned subsidiary of the Company, incorporated in the Netherlands. At present, transactions between the Company and Exicom BV are exempt from the requirement of Members approval under Regulation 23(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as Exicom BV is a wholly-owned subsidiary of the Company.

Proposed Fund Raise by Exicom BV and Change in Status

The Board of Directors of the Company, at its meeting held on November 10, 2025, took note of the in-principle approval accorded by the Board of Directors of Exicom BV to undertake a fund-raise through issuance of equity shares and/or other eligible convertible securities, in accordance with applicable laws of the Netherlands.

Upon and subject to completion of this fund raise, the Company’s shareholding in Exicom BV will be diluted and Exicom BV will cease to be a wholly-owned subsidiary. Post such dilution, Exicom BV will continue to remain a material subsidiary of the Company and shall also be treated as a related party of the Company under Section 2(76) of the Companies Act, 2013 (“the Act”) and Regulation 2(1)(zb) of the SEBI Listing Regulations.

In terms of Regulation 23 read with Schedule XII of the SEBI Listing Regulations, a transaction with a related party is considered “material” if the transaction(s) entered into or proposed to be entered into, individually or taken together with previous transactions during a financial year, exceeds the lower of ₹1,000 crore, or 10% of the annual consolidated turnover of the Company as per its last audited consolidated financial statements.

For FY 2024-25, the consolidated turnover of the Company was ₹867.61 Crores (excluding duties and taxes). Accordingly, based on the Company's last audited consolidated financial statements, the materiality threshold for the financial year is ₹86.76 Crores, being 10% of the annual consolidated turnover of the Company.

The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, as per Regulation 2(1)(zc) of the SEBI Listing Regulations, the definition of Related Party Transaction ('RPT') includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Although transactions with Exicom BV have already exceeded the aforesaid materiality threshold, no Members approval was required earlier as Exicom BV was a wholly-owned subsidiary and such transactions were exempt under Regulation 23(5) of the SEBI Listing Regulations. However, upon and subject to Exicom BV ceasing to be a wholly-owned subsidiary, the said exemption shall no longer apply. Accordingly, any transactions proposed to be undertaken with Exicom BV after such dilution would require prior approval of the Members.

It is clarified that the Members approval sought under these resolutions is prospective in nature and applies only to transactions proposed to be undertaken after the cessation of the wholly-owned subsidiary exemption under Regulation 23(5) of the SEBI Listing Regulations. Transactions undertaken prior thereto were exempt and do not require ratification. In view of the anticipated requirement and to ensure uninterrupted business operations and compliance continuity, the Company seeks proactive approval from the Members for such transactions, to take effect only if and when the subsidiary ceases to be a wholly-owned subsidiary. These transactions are undertaken in the ordinary course of business and are necessary for ensuring operational efficiency, optimal utilization of resources and effective management of the Company's global operations.

The proposed transactions with Exicom BV may include, *inter-alia* granting of unsecured loans, purchase and sale of goods and/or availing or rendering of management services, technical, operational and support services.

The funds advanced by the Company to Exicom BV may be utilized by Exicom BV to meet its business funding and working capital requirements, including downstream investment in and/or financial support to its subsidiaries, for operational requirements, expansion activities and general corporate purposes, in the ordinary course of business and on an arm's length basis.

The Company is seeking Members approval for incremental transactions proposed to be undertaken after Exicom BV ceases to be a wholly-owned subsidiary, up to an aggregate incremental limit of ₹180 crore. This approval is sought on a prospective basis and excludes transactions undertaken during the period when Exicom BV was a wholly-owned subsidiary and exempt under Regulation 23(5) of the SEBI Listing Regulations.

The management has provided the Audit Committee members ('Audit Committee') with comprehensive details of the proposed RPTs, including material terms, historical transaction data projected transaction volumes, pricing methodology and relevant transfer pricing benchmarking documentation. The Audit Committee has reviewed the commercial justification, basis of pricing and the transfer pricing analysis and

report for the financial year 2024-25 issued by Price Waterhouse & Co. LLP, and, based on such review, has recommended the proposed transactions for approval, having confirmed that the same are proposed to be undertaken on an arm's length basis and in the ordinary course of business of the respective parties.

The Audit Committee has also taken note of the certificate of the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, issued in accordance with the SEBI-mandated Industry Standards for RPTs dated June 26, 2025.

All transactions will be subject to applicable transfer pricing laws in India and foreign jurisdictions and supported by appropriate benchmarking analysis.

The Audit Committee has further confirmed that the proposed transaction does not result in any transfer of economic value from the listed entity to the promoter group or related parties, does not confer any preferential or undue benefit prejudicial to the interests of minority shareholders, and does not involve any brand usage, royalty, intellectual property or other strategic assets of the Company.

It has also been confirmed that none of the funds advanced pursuant to this resolution shall be utilized for any transaction with the promoter or promoter group entities of the Company, or for any brand usage, royalty, intellectual property arrangements, or acquisition of shares of the Company. The funds may, however, be utilized by Exicom BV for downstream investment in and/or financial support to its subsidiaries, in the ordinary course of business and on an arm's length basis.

The Company further confirms that there have been no delays, write-offs, defaults or adverse Audit Committee observations in respect of past transactions undertaken with this related party. All such transactions have complied and shall continue to comply with applicable Indian and foreign transfer pricing laws. Ongoing monitoring mechanisms are in place, and the Audit Committee shall receive periodic updates on the status, pricing and utilization of funds.

The Company, therefore, seeks approval of the Members for the said transaction.

The mandatory disclosures required to be made to the Members, in accordance with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, read with SEBI Circular No.: NSE/CML/2025/39 dated October 14, 2025, and the SEBI-mandated Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for Approval of Related Party Transactions" dated June 26, 2025 (as notified vide SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93) are set out in Table A1 below:

A1. Transaction between Exicom Tele-Systems Limited and Exicom Power Solutions B.V., Netherlands

S. No.	Particulars	Details
A1. Basic Information		
1	Name of the Related Party	Exicom Power Solutions B.V.
2	Country of incorporation of the related party	Netherlands

3	Nature of business of the related party	To manufacture, import, export or otherwise trade electric vehicle charging stations and charging systems, spare parts, solar systems, batteries as well as to repair and the maintenance of primary and storage batteries.		
A2. Relationship and ownership of the Related Party				
4	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:	Unlisted- Material Subsidiary (At present, status of related party is wholly-owned subsidiary) Nature of Concern- Financial		
a	Shareholding of listed entity, whether direct or indirect in the related party	100% direct shareholding as on date; proposed to be diluted post fund raise at subsidiary level.		
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any made by the listed entity	Not Applicable (Body Corporate with share capital)		
c	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil		
A3. Details of Previous transactions with Related Party				
5	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	Sl. No.	Nature of Transaction	FY 2024-25 (Amount in Crores)
		1	Sale of goods	0.21
		2	Interest income	17.21
		3	Expense charge back	5.43
		4	Loan given	234.23
6	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	₹ 133.05 Crores		
7	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year	Not Applicable		
A4. Amount of proposed transaction				
8	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders	Not exceeding ₹180 Crores		
9	Whether the proposed transactions taken	Yes		

	together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?									
10	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	20.75%								
11	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable								
12	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	185.07%								
13	Financial performance of the related party for the immediately preceding financial year	<table><tr><th>Particulars</th><th>FY 2024-25 (Amount in Crores)</th></tr><tr><td>Turnover</td><td>0.25</td></tr><tr><td>Profit after tax</td><td>-16.19</td></tr><tr><td>Net Worth</td><td>228.25</td></tr></table>	Particulars	FY 2024-25 (Amount in Crores)	Turnover	0.25	Profit after tax	-16.19	Net Worth	228.25
Particulars	FY 2024-25 (Amount in Crores)									
Turnover	0.25									
Profit after tax	-16.19									
Net Worth	228.25									
A5. Basic details of the proposed transaction										
14	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	a. Giving unsecured loan b. Sale/purchase of goods and/or availing/ rendering of services								
15	Details of each type of the proposed transaction	The Company proposes to enter into transactions for an amount not exceeding the following: a. Giving of unsecured loan- ₹160 Crores (including Interest) b. Sale/purchase of goods and/or availing/ rendering of services- ₹ 20 Crores								
16	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial								

		<p>arrangement entered into during such validity period shall have a maximum tenure of up to five (5) years from the date of disbursement.</p> <p>It is clarified that while the transactions may be entered into during the validity period of the Members approval, the tenure and repayment of such loans may extend beyond the validity period, in accordance with the agreed commercial terms.</p>
17	Whether omnibus approval is being sought?	<p>Yes</p> <p><i>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall seek transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</i></p>
18	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	<p><u>FY 2025-26 (from the date of Members approval up to March 31, 2026):</u></p> <p>Up to ₹60 crore, being the estimated value of transactions proposed to be undertaken during the validity period of the Members approval after the subsidiary ceases to be a wholly-owned subsidiary.</p> <p><u>FY 2026-27 (from April 1, 2026 up to the expiry of the Members approval period, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations):</u></p> <p>Up to ₹120 crore, being the estimated value of transactions proposed to be undertaken during the remaining validity period of the Members approval, on a proportionate basis.</p> <p><i>Note:</i> <i>Till the date of the quarter preceding the quarter in which approval is sought, i.e., up to September 30, 2025, the aggregate value of transactions entered into with the related party was approximately ₹133 crore, which is exempt from Members approval as the related party was a wholly-owned subsidiary of the Company during</i></p>

		<i>such period.</i>
19	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions, comprising the provision of loans and rendering of support services to the Company's subsidiaries, are undertaken in the ordinary course of business and on an arm's length basis. These transactions are consistent with the Company's role as a holding company and are aimed at supporting operational continuity, efficiency, and sustainable value creation at the subsidiary level, thereby strengthening overall consolidated business performance.
20	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the Directors or Key Managerial Personnel of the Company, except Mr. Anant Nahata, Promoter and Managing Director & Chief Executive Officer, are concerned or interested, financially or otherwise, in the proposed transaction.
a	Name of the director / KMP	Mr. Anant Nahata does not hold any direct shareholding in the Company, however, he is indirectly interested in the transaction by virtue of shareholding and control in Nextwave Communications Private Limited, the corporate promoter of the Company, which holds equity shareholding in Exicom Tele-Systems Limited. The Company, in turn, currently holds 100% shareholding in Exicom Power Solutions B.V.
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	None of the Directors or Key Managerial Personnel of the Company hold any direct shareholding in the related party. It is however clarified that Mr. Anant Nahata, Promoter and Managing Director & Chief Executive Officer of the Company, is indirectly interested in the proposed transaction by virtue of his shareholding and control in Nextwave Communications Private Limited, which is the corporate promoter and shareholder of the Company. The Company, in turn, currently holds 100% shareholding in Exicom Power Solutions B.V.
21	A copy of the valuation or other external party report, if any, shall be placed before	Not Applicable

	the Audit Committee	
22	Other information relevant for decision making	The transactions are in ordinary course of business and shall remain subject to Indian and international Transfer Pricing laws, internal controls and Audit Committee oversight.
B1. Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any similar business transaction and trade advances		
23	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding or other process applied.
24	Basis of determination of price	Cost-sharing or cost-plus-markup basis, with an appropriate markup ranging from 6% to 15%, determined in accordance with applicable transfer pricing regulations.
25	In case of trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
a	Amount of trade advance	
b	Tenure	
c	Whether same is self-liquidating?	
B2. Disclosure only in case of transaction relating to loans and advance (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary		
26	Source of funds in connection with proposed transaction	Permissible internal and/or external sources, in compliance with applicable laws and regulatory requirement.
27	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	
a	Nature of indebtedness	Unsecured borrowings
b	Total cost of borrowing	Based on prevailing market conditions (currently ranging from approximately 8% to 12% per annum).
c	Tenure	Short-term to medium-term corporate borrowing, generally ranging from 2 to 5 years.
d	Other details	The detailed terms, including covenants, tenure, interest rate, repayment schedule, will be determined at the time of execution of the transaction, subject to being on an arm's length basis, in compliance with the Company's Related Party Transactions Policy and applicable laws.
28	Rate of interest at which the listed entity is borrowing from its bankers/other	Based on prevailing market rates, currently ranging from approximately 8% to 12% per

	lenders	annum.
29	Proposed interest rate to be charged by listed entity from the related party	Arm's length interest rate with a mark-up ranging from 0.25% to 1%, determined based on market benchmarks and transfer pricing principles.
30	Maturity/Due Date	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-term to medium-term corporate loan tenures.
31	Repayment Schedule & terms	Repayment shall be made through structured installments comprising periodic interest servicing and principal repayment. The specific repayment schedule shall be determined and documented at the time of execution of each transaction, in accordance with arm's length principles, subject to a maximum tenure of up to five (5) years from the date of disbursement and ongoing oversight by the Audit Committee.
32	Whether secured or unsecured	Unsecured
33	If secured, the nature of security & security coverage ratio	Not Applicable
34	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	To meet business funding and working capital requirements of Exicom BV, including downstream investment in and/or financial support to its wholly-owned subsidiary, for operational needs, expansion activities and general corporate purposes.
C1. Additional Details: Disclosure in case of transactions relating to loan and advances (other than trade advances), inter-corporate deposits given by the listed entity		
35	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligations rating (SO rating) and credit enhancement rating (CE rating), if any	The related party was incorporated on January 08, 2024 and given its limited operating history since incorporation, no standalone credit rating or structured obligations rating has been obtained as on date.
36	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default <i>In addition, state the following:</i>	Nil
a	Whether the account of the related party has been classified as non-performing asset by its bankers and whether such status is currently subsisting	No

b	Whether the related party has been declared a “wilful defaulter” by any its bankers and whether such status is currently subsisting	No
c	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	No
d	Whether the related party, not being an MSME, suffers from any of the disqualification specified under section 29A of the Insolvency and Bankruptcy Code, 2016	No

Note: Disclosures under B(3) to B(7) and C(2) to C(6) SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the current transactions.

Mr. Anant Nahata, Promoter and Managing Director & Chief Executive Officer of the Company, may be deemed to be indirectly interested in the proposed transaction by virtue of his shareholding and control in Nextwave Communications Private Limited, the corporate promoter of the Company, which holds equity shareholding in the Company. None of the other Directors or Key Managerial Personnel of the Company are concerned or interested, financially or otherwise, in the proposed transaction. In terms of Regulation 23(7) of the SEBI Listing Regulations, all related parties (as defined under Regulation 2(1)(zb) of the SEBI Listing Regulations) including members of the Promoter and Promoter Group, shall abstain from voting on this resolution, irrespective of whether they are parties to the transaction.

The Board of Directors, by way of resolutions passed through circulation on December 31, 2025, based on the approval and recommendation of the Audit Committee, approved the above transaction, subject to the approval of the Members. Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 1 of the accompanying Notice for approval of the Members.

Item Nos. 2 to 4

The material facts and information relevant to Item Nos. 2, 3 and 4 of this Notice, as required under Section 102 of the Act and the SEBI Listing Regulations, are provided below. These items pertain to material related party transactions proposed to be undertaken between certain subsidiaries and step-down subsidiaries of the Company. Although the Company is not a direct party to these arrangements, such transactions qualify as Related Party Transactions under Regulation 2(1)(zc) of the SEBI Listing Regulations due to the involvement of subsidiaries of the listed entity.

These inter-company arrangements relate to operational alignment, sale/purchase of goods and/or availing or rendering of services, reimbursement of charges, and/or loan/financial support, necessary for international operations and efficient global management.

Considering the proposed dilution of Company’s stake in Exicom Power Solutions B.V. consequent to the successful fund raise and based on projected volumes, these transactions may exceed the materiality threshold of 10% of the annual consolidated turnover of the Company (as per audited financial statements

for the preceding accounting year i.e. FY 2024-25). Accordingly, Members approval is required for material related party transactions between respective subsidiaries.

The Audit Committee has reviewed the commercial justification, basis of pricing, transfer pricing benchmarking of previous similar transactions and the transfer pricing analysis and report for the financial year 2024-25 issued by Price Waterhouse & Co. LLP and has confirmed that the proposed transactions are at arm's length and in the ordinary course of business.

The Audit Committee has further confirmed that the proposed transactions does not result in any transfer of economic value from the listed entity to the promoter group or related parties, does not confer any preferential benefit unavailable to minority shareholders, and does not involve any brand usage, royalty, intellectual property, or other strategic assets of the Company.

It has also been confirmed that none of the funds advanced pursuant to this resolution shall be utilized for any transaction with the promoter or promoter group entities of the Company, or for any brand usage, royalty, intellectual property arrangements, or acquisition of shares of the Company.

The Audit Committee has evaluated transfer pricing documentation and is satisfied that the pricing methodology reflects market-competitive terms and adheres to global transfer pricing standards.

The Audit Committee has also noted compliance with SEBI's Industry Standards for RPTs and internal financial controls over RPTs.

All pricing will comply with applicable transfer pricing laws in India and foreign jurisdictions.

The Company further confirms that there have been no delays, write-offs, defaults or adverse Audit Committee observations in respect of past transactions undertaken with these related parties. All such transactions have complied and shall continue to comply with applicable Indian and foreign transfer pricing laws. Ongoing monitoring mechanisms are in place, and the Audit Committee shall receive periodic updates on the status, pricing and utilization of funds.

The mandatory disclosures required to be made to the Members, in accordance with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with SEBI Circular No. NSE/CML/2025/39 dated October 14, 2025, and the SEBI-mandated Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for Approval of Related Party Transactions" dated June 26, 2025 (as notified vide SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93) are set out in Tables A2, A3, A4 & A5 respectively:

A2. Transaction between Exicom Power Solutions B.V., Netherlands and Tritium Power Solutions Pty Ltd, Australia

S. No.	Particulars	Details
A1. Basic Information		
1	Name of the Related Party	Exicom Power Solutions B.V., Netherlands, an unlisted material subsidiary of the Company and Tritium Power Solutions Pty Ltd, Australia, step-

		down material subsidiary.	
2	Country of incorporation of the related party	Exicom Power Solutions B.V.- Netherlands Tritium Power Solutions Pty Ltd – Australia	
3	Nature of business of the related party	Name of related party	Business
		Exicom Power Solutions B.V.	To manufacture, import, export or otherwise trade electric vehicle charging stations and charging systems, spare parts, solar systems, batteries as well as to repair and the maintenance of primary and storage batteries
		Tritium Power Solutions Pty Ltd	To manufacture, import, export or otherwise trade electric vehicle charging stations and charging systems, including the sale of spare parts.

A2. Relationship and ownership of the Related Party

4	Relationship between the subsidiary (in case transaction involve the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	<p>Exicom Power Solutions B.V., is currently a wholly-owned subsidiary of Exicom Tele-Systems Limited (post proposed dilution it will become a related party) and Tritium Power Solutions Pty Ltd is wholly-owned subsidiary of Exicom Power Solutions B.V.</p> <p>Both are unlisted material subsidiaries of Exicom Tele-Systems Limited (“the Company”).</p> <p>Nature of concern- Financial</p>
a	Shareholding of Subsidiary, whether direct or indirect in the related party	Exicom Power Solutions B.V. holds 100% direct shareholding, in Tritium Power Solutions Pty Ltd, Australia
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any made by the Subsidiary	Not applicable- both related parties are Body Corporates having share capital
c	Shareholding of the related party, whether direct or indirect, in the Subsidiary	No

A3. Details of previous transactions with Related Party

5	Total amount of all the transactions undertaken by the Subsidiary with the related party during the last financial year	Sl. No.	Nature of Transaction	FY 2024-25 (Amount in Crores)
		1	Charge back expense	1.68
		2	Interest Income	5.16
		3	Loan given	201.68
6	Total amount of all the transactions undertaken by the Subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	₹ 97.17 Crores		
7	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year	Nil		

A4. Amount of proposed transaction

8	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders	Not exceeding ₹260 Crores
9	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
10	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	30.01%
11	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	386.55%
12	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately	267.32%

	preceding financial year, if available.		
13	Financial performance of the related party for the immediately preceding financial year	Tritium Power Solutions Pty Ltd, Australia	
		Particulars	FY 2024-25 (Amount in Crores)
		Turnover	67.26
		Profit after tax	-8.39
		Net Worth	95.59
		Exicom Power Solutions B.V., Netherlands	
		Particulars	FY 2024-25 (Amount in Crores)
		Turnover	0.25
		Profit after tax	-16.19
		Net Worth	228.25
A5. Basic details of the proposed transaction			
14	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	a) Sale/purchase of goods and/or availing/rendering of services b) Giving unsecured loan	
15	Details of each type of the proposed transaction	Aggregate value of proposed transactions are as follows: a) Sale/purchase of goods and/or availing/rendering of services- ₹14 Crores b) Giving of unsecured loan- ₹ 246 Crores	
16	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial arrangement entered into during such validity period shall have a maximum tenure of up to five (5) years from the date of disbursement.	
17	Whether omnibus approval is being sought?	Yes <i>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall seek transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</i>	
18	Value of the proposed transaction during a financial year. If the proposed	FY 2025-26 (from date of Members approval up	

	<p>transaction will be executed over more than one financial year, provide estimated break-up financial year-wise</p>	<p>to March 31, 2026): up to ₹ 110 Crores.</p> <p>FY 2026-27 (from April 1, 2026 up to the expiry of the Members approval period, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations): up to ₹ 150 Crores.</p> <p><i>Note: Till the date of quarter preceding the quarter in which approval is sought i.e. up to September 30, 2025, the value of transactions entered with the related party was approx. ₹ 97.17 crores, which is exempted from Members approvals as the related parties are wholly-owned subsidiary and step-down subsidiary of the Company, whose accounts are consolidated with the Company.</i></p> <p><i>The proposal seeks approval for additional transactions proposed to be undertaken after Exicom Power Solutions B.V., ceases to be wholly owned subsidiary, up to an incremental limit of ₹ 260.00 crores (Rupees Two Hundred Sixty Crores only) over and above the transactions already undertaken during the period when such transactions were exempt under Regulation 23(5) of the SEBI Listing Regulations.</i></p>
19	<p>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</p>	<p>The proposed transactions are undertaken in the ordinary course of business and on an arm's length basis. These transactions are consistent with the Company's business model and are intended to support operational continuity, efficiency, and sustainable value creation across the group, thereby strengthening overall consolidated business performance.</p> <p>The pricing and other commercial terms of such transactions have been determined in accordance with applicable transfer pricing principles, taking into account market benchmarks and the nature of the goods, services, and financial arrangements involved. All transactions will be subject to the Company's internal control framework, applicable statutory and transfer pricing requirements, and ongoing oversight by the Audit Committee.</p>
20	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed</p>	

	entity who have interest in the transaction, whether directly or indirectly	
a	Name of the director / KMP	<p>None of the Directors or Key Managerial Personnel of the Company, except Mr. Anant Nahata, Promoter and Managing Director & Chief Executive Officer, are concerned or interested, financially or otherwise, in the proposed transaction.</p> <p>Mr. Anant Nahata does not hold any direct shareholding in the Company, however, he is indirectly interested in the transaction by virtue of his shareholding and control in Nextwave Communications Private Limited, the Corporate Promoter of the Company, which holds equity shareholding in Exicom Tele-Systems Limited. The Company, in turn, currently holds 100% shareholding in Exicom Power Solutions B.V.</p>
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	<p>None of the Directors or Key Managerial Personnel of the Company hold any direct shareholding in the related party.</p> <p>It is however clarified that Mr. Anant Nahata, Promoter and Managing Director & Chief Executive Officer of the Company, is indirectly interested in the proposed transaction by virtue of his shareholding and control in Nextwave Communications Private Limited, which is the Corporate Promoter and shareholder of the Company. The Company, in turn, currently holds 100% shareholding in Exicom Power Solutions B.V.</p>
21	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
22	Other information relevant for decision making	Transactions are subject to transfer pricing regulations, internal controls and ongoing Audit Committee oversight.
B1. Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any similar business transaction and trade advances		
23	Bidding or other process, if any, applied for choosing a party for sale, purchase and supply of goods or services	No bidding or other process applied.
24	Basis of determination of price	Cost-sharing or cost-plus-markup (range 4% to 15%), depending on the applicable transfer pricing regulations.

25	In case of trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
a	Amount of trade advance	
b	Tenure	
c	Whether same is self-liquidating?	
B2. Disclosure only in case of transaction relating to loans and advance (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary		
26	Source of funds in connection with proposed transaction	Permissible internal and/or external sources, in compliance with applicable laws and regulatory requirements
27	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	
a	Nature of indebtedness	Unsecured borrowings
b	Total cost of borrowing	Based on prevailing market conditions (approximately 4% to 13.25% per annum)
c	Tenure	Short-term to medium-term, generally ranging from 2 to 5 years
D	Other details	Borrowings, if any shall be undertaken on arm's length terms and repaid in structured installments as mutually agreed.
28	Rate of interest at which the listed entity is borrowing from its bankers/other lenders	Based on prevailing market rates, currently ranging from approximately 7.50% to 12 % per annum.
29	Proposed interest rate to be charged by listed entity from the related party	Arm's length interest rate with a markup ranging from 0.25% to 1%, determined based on market benchmarks and transfer pricing principles.
30	Maturity/Due Date	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short-to medium-term corporate loan tenures.
31	Repayment Schedule & terms	Repayment shall be made through structured installments comprising periodic interest servicing and principal repayment. The specific repayment schedule shall be determined and documented at the time of execution of each transaction in accordance with arm's length principles, subject to a maximum tenure of up to five (5) years from the date of disbursement and ongoing oversight by the Audit Committee.
32	Whether secured or unsecured	Unsecured

33	If secured, the nature if security & security coverage ratio	Not Applicable
34	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	To meet working capital, operational requirements, expansion activities and general corporate purposes of Tritium Power Solutions Pty Ltd.
C1. Additional Disclosure: In case of transaction relating to any loans and advances		
35	Latest credit rating of the related party with whom transaction is proposed	The related party was incorporated on July 25, 2024 and given its limited operating history since incorporation, no standalone credit rating or structured obligations rating has been obtained as on date.
36	Default on borrowings, if any, over three financial years, by the related party from the listed entity or any other person and value of subsisting default. <i>In addition , state the following:</i>	Nil
a	Whether the account of the related party has been classified as non-performing asset by its bankers and whether such status is currently subsisting	No
b	Whether the related party has been declared a wilful defaulter by any its bankers and whether such status is currently subsisting	No
c	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	No
d	Whether the related party, not being an MSME, suffers from any of the disqualification specified under section 29A of the Insolvency and Bankruptcy code, 2016	No

Note: Disclosures under B(3) to B(7) and C(2) to C(6) of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the current transactions.

A3. Transaction between Exicom Power Solutions B.V., Netherlands and Tritium Power Solutions Inc., USA

S. No.	Particulars	Details
A1. Basic Information		
1	Name of the Related Party	Exicom Power Solutions B.V., Netherlands, unlisted material subsidiary and Tritium Power Solutions Inc.

		USA, step-down subsidiary		
2	Country of incorporation of the related party	Exicom Power Solutions B.V.- Netherlands Tritium Power Solutions Inc.- USA		
3	Nature of business of the related party	Name of related party	Business	
		Exicom Power Solutions B.V.	To manufacture, import, export or otherwise trade electric vehicle charging stations and charging systems, spare parts, solar systems, batteries as well as to repair and the maintenance of primary and storage batteries.	
		Tritium Power Solutions Inc.	To manufacture, import, export or otherwise trade electric vehicle charging stations and charging systems, including the sale of spare parts.	
A2. Relationship and ownership of the Related Party				
4	Relationship between the subsidiary (in case transaction involve the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Exicom Power Solutions B.V., is an unlisted material subsidiary of the Company and Tritium Power Solutions Inc. is wholly-owned subsidiary of Exicom Power Solutions B.V. Nature of concern – Financial		
a	Shareholding of Subsidiary, whether direct or indirect in the related party	Exicom Power Solutions B.V., holds 100% direct shareholding in Tritium Power Solutions Inc. USA.		
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any made by the Subsidiary	Not applicable as both entities are Body Corporates having share capital.		
c	Shareholding of the related party, whether direct or indirect, in the Subsidiary	Nil		
A3. Details of Previous transactions with Related Party				
5	Total amount of all the transactions undertaken by the Subsidiary with the related party during the last financial year.	Sl. No.	Nature of Transaction	FY 2024-25 (Amount in Crores)
		1	Loan given	221.87

		2	Charge back expense	1.65
		3	Interest income	5.92
6	Total amount of all the transactions undertaken by the Subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	₹99.38 Crores		
7	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	Nil		
A4. Amount of proposed transaction				
8	Amount of the proposed transactions being placed for approval before Shareholders	Not exceeding ₹256 Crores		
9	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
10	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	29.47%		
11	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	919.99%		
12	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	263.21%		

13	Financial performance of the related party for the immediately preceding financial year	Tritium Power Solutions Inc., USA	
		Particulars	FY 2024-25 (Amount in Crores)
		Turnover	27.8
		Profit after tax	-79.55
		Net Worth	35.17
		Exicom Power Solutions B.V, Netherlands	
		Particulars	FY 2024-25 (Amount in Crores)
		Turnover	0.25
		Profit after tax	-16.19
		Net Worth	228.25
A5. Basic details of the proposed transaction			
14	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	a. Sale/purchase of goods and/or availing/rendering of services b. Giving unsecured loan	
15	Details of each type of the proposed transaction	a. Sale/purchase of goods and/or availing/rendering of services: ₹ 15 Crores b. Giving of Unsecured loan - ₹ 241 Crores	
16	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial arrangement entered into during such validity period shall have a maximum tenure of up to five (5) years from the date of disbursement.	
17	Whether omnibus approval is being sought?	Yes <i>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall seek transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</i>	
18	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	FY 2025-26 (from approval date up to March 31, 2026): up to ₹ 116 Crores FY 2026-27 (from April 1, 2026 up to the expiry of the Members approval period, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI	

		<p>Listing Regulations): up to ₹ 140 Crores</p> <p><i>Note: Till the date of quarter preceding the quarter in which approval is sought i.e. up to September 30, 2025, the value of transactions entered with the related party was approx. ₹ 99.38 crores, which is exempted from Members approval as the related parties are wholly-owned subsidiary and step-down subsidiary of the Company, whose accounts are consolidated with the Company.</i></p> <p><i>The proposal seeks approval for additional transactions proposed to be undertaken after Exicom Power Solutions B.V., ceases to be wholly owned subsidiary, up to an incremental limit of ₹256 crores (Rupees Two Hundred Fifty-Six Crores only) over and above the transactions already undertaken during the period when such transactions were exempt under Regulation 23(5) of the SEBI Listing Regulations.</i></p>
19	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed transactions are undertaken in the ordinary course of business and on an arm's length basis. These transactions are consistent with the Company's business model and are intended to support operational continuity, efficiency, and sustainable value creation across the group, thereby strengthening overall consolidated business performance.</p> <p>The pricing and other commercial terms of such transactions have been determined in accordance with applicable transfer pricing principles, taking into account market benchmarks and the nature of the goods, services, and financial arrangements involved. All transactions will be subject to the Company's internal control framework, applicable statutory and transfer pricing requirements, and ongoing oversight by the Audit Committee.</p>
20	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	
a	Name of the director / KMP	None of the Directors or Key Managerial Personnel of the Company, except Mr. Anant Nahata, Promoter and Managing Director & Chief Executive Officer, are concerned or interested, financially or otherwise,

		<p>in the proposed transaction.</p> <p>Mr. Anant Nahata does not hold any direct shareholding in the Company, however, he is indirectly interested in the transaction by virtue of his shareholding & control in Nextwave Communications Private Limited, the Corporate Promoter of the Company, which holds equity shareholding in Exicom Tele-Systems Limited. The Company, in turn, currently holds 100% shareholding in Exicom Power Solutions B.V.</p>
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	<p>None of the Directors or Key Managerial Personnel of the Company hold any shareholding in the related party.</p> <p>It is however clarified that Mr. Anant Nahata, Promoter and Managing Director & Chief Executive Officer of the Company, is indirectly interested in the proposed transaction by virtue of his shareholding and control in Nextwave Communications Private Limited, which is the corporate promoter and shareholder of the Company. The Company, in turn, currently holds 100% shareholding in Exicom Power Solutions B.V.</p>
21	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not applicable
22	Other information relevant for decision making	Subject to transfer pricing compliance, internal controls and ongoing Audit Committee oversight.
B1. Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any similar business transaction and trade advances		
23	Bidding or other process, if any, applied for choosing a party for sale, purchase and supply of goods or services	No bidding or other process is applied.
24	Basis of determination of price	Cost-sharing or cost-plus-markup basis (range 4% to 15%), in accordance with applicable transfer pricing regulations.
25	In case of trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable
a	Amount of trade advance	

b	Tenure	
c	Whether same is self-liquidating?	
B2. Disclosure only in case of transaction relating to loans and advance (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary		
26	Source of funds in connection with proposed transaction	Permissible internal and/or external sources of the subsidiary, in compliance with applicable laws
27	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	
a	Nature of indebtedness	Unsecured borrowings
b	Total cost of borrowing	Based on prevailing market rates (currently ranging from approximately 4% to 13.25% per annum).
c	Tenure	Short-term to medium-term corporate borrowings ranging from 2 years to 5 years.
d	Other details	Borrowings, if any, shall be undertaken on arm's length terms and repaid in structured installments as mutually agreed.
28	Rate of interest at which the listed entity is borrowing from its bankers/other lenders	Based on prevailing market rates, currently ranging from approximately 7.50% to 12 % per annum.
29	Proposed interest rate to be charged by listed entity from the related party	Arm's length interest rate with a markup ranging from 0.25% to 1%, determined based on market benchmarks and transfer pricing principles.
30	Maturity/Due Date	As per mutually agreed terms, generally aligned with short to medium term corporate loan tenures.
31	Repayment Schedule & terms	<p>Repayment shall be made through structured installments comprising periodic interest servicing and principal repayment.</p> <p>The specific repayment schedule shall be determined and documented at the time of execution of each transaction in accordance with arm's length principles, subject to a maximum tenure of up to five (5) years from the date of disbursement and ongoing oversight by the Audit Committee.</p>
32	Whether secured or unsecured	Unsecured
33	If secured, the nature if security & security coverage ratio	Not Applicable
34	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	Working capital, operational requirements, expansion activities and general corporate purposes of Tritium Power Solutions Inc., USA
C1.Additional Disclosure: In case of transaction relating to any loans and advances		
35	Latest credit rating of the related party with whom transaction is proposed	The related party was incorporated on July 25, 2024 and given its limited operating history since incorporation, no standalone credit rating or

		structured obligations rating has been obtained as on date.
36	Default on borrowings, if any, over three financial years, by the related party from the listed entity or any other person and value of subsisting default. <i>In addition, state the following:</i>	Nil
a	Whether the account of the related party has been classified as non-performing asset by its bankers and whether such status is currently subsisting	No
b	Whether the related party has been declared a wilful defaulter by any its bankers and whether such status is currently subsisting	No
c	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	No
d	Whether the related party, not being an MSME, suffers from any of the disqualification specified under section 29A of the Insolvency and Bankruptcy code, 2016	No

Note: Disclosures under B(3) to B(7) and C(2) to C(6) of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the current transactions.

A4. Transaction between Tritium Power Solutions Pty. Ltd., Australia and Tritium Power Solutions Inc., USA

S. No.	Particulars	Details		
A1. Basic Information				
1	Name of the Related Party	Tritium Power Solutions Inc., USA (“ Tritium USA ”) & Tritium Power Solutions Pty Ltd, Australia (“ Tritium Australia ”), are step-down subsidiaries of the Company		
2	Country of incorporation of the related party	Tritium Power Solutions Pty Ltd- Australia Tritium Power Solutions Inc.- USA		
3	Nature of business of the related party	Name of related party	Business	

		Tritium Power Solutions Inc., USA	To manufacture, import, export or otherwise trade electric vehicle charging stations and charging systems, including the sale of spare parts.	
		Tritium Power Solutions Pty Ltd, Australia		
A2. Relationship and ownership of the Related Party				
4	Relationship between the subsidiary (in case transaction involve the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Both Tritium Australia and Tritium USA are step-down subsidiaries of Exicom Tele-Systems Limited (“the Company”). Nature of concern: Operational and commercial		
a	Shareholding of Subsidiary, whether direct or indirect in the related party	Not Applicable		
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any made by the Subsidiary	Not Applicable as both related parties are Body Corporates having share capital		
c	Shareholding of the related party, whether direct or indirect, in the Subsidiary	Not Applicable		
A3. Details of previous transactions with Related Party				
5	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	Sl. No.	Nature of Transaction	FY 2024-25 (Amount in Crores)
		Tritium Power Solutions Pty Ltd, Australia		
		1	Sale of Goods	6.25
		2	Charge back income	0.25
		Tritium Power Solutions Inc., USA		
		1	Sale of goods	3.93
		2	Purchase of goods	0.0031
		3	Charge back income	0.47
		6	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Tritium USA- ₹ 0.0478 Crores Tritium Australia- ₹ 1.20 Crores
7	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or	Nil		

	arrangement entered into with the listed entity during the last financial year																					
A4. Amount of proposed transaction																						
8	Amount of the proposed transactions being placed for approval before Shareholders	Not exceeding ₹277 Crores																				
9	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																				
10	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	31.93%																				
11	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Tritium USA- 995.46% Tritium Australia- 411.83%																				
12	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Same as above																				
13	Financial performance of the related party for the immediately preceding financial year	<table><tr><th colspan="2">Tritium Power Solutions Pty Ltd, Australia</th></tr><tr><th>Particulars</th><th>FY 2024-25 (Amount in Crores)</th></tr><tr><td>Turnover</td><td>67.26</td></tr><tr><td>Profit after tax</td><td>-8.39</td></tr><tr><td>Net Worth</td><td>95.59</td></tr><tr><th colspan="2">Tritium Power Solutions Inc. USA</th></tr><tr><th>Particulars</th><th>FY 2024-25 (Amount in Crores)</th></tr><tr><td>Turnover</td><td>27.83</td></tr><tr><td>Profit after tax</td><td>-79.55</td></tr><tr><td>Net Worth</td><td>35.17</td></tr></table>	Tritium Power Solutions Pty Ltd, Australia		Particulars	FY 2024-25 (Amount in Crores)	Turnover	67.26	Profit after tax	-8.39	Net Worth	95.59	Tritium Power Solutions Inc. USA		Particulars	FY 2024-25 (Amount in Crores)	Turnover	27.83	Profit after tax	-79.55	Net Worth	35.17
Tritium Power Solutions Pty Ltd, Australia																						
Particulars	FY 2024-25 (Amount in Crores)																					
Turnover	67.26																					
Profit after tax	-8.39																					
Net Worth	95.59																					
Tritium Power Solutions Inc. USA																						
Particulars	FY 2024-25 (Amount in Crores)																					
Turnover	27.83																					
Profit after tax	-79.55																					
Net Worth	35.17																					
A5. Basic details of the proposed transaction																						
14	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale/purchase of goods and/or availing/rendering of services																				

15	Details of each type of the proposed transaction	Sale/purchase of goods and/or availing/rendering of services- Up to ₹ 277 Crores
16	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations.
17	Whether omnibus approval is being sought?	Yes <i>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall seek transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</i>
18	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	FY 2025-26 (from the date of Members approval up to March 31, 2026)- up to ₹ 90 Crores FY 2026-27 (from April 1 2026, up to the expiry of the Members approval period, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations) : ₹ 187 Crores
19	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions are undertaken in the ordinary course of business and on an arm's length basis. These transactions are consistent with the Company's business model and are intended to support operational continuity, efficiency, and sustainable value creation across the group, thereby strengthening overall consolidated business performance. The pricing and other commercial terms of such transactions have been determined in accordance with applicable transfer pricing principles, taking into account market benchmarks and the nature of the goods, services, and financial arrangements involved. All transactions will be subject to the Company's internal control framework, applicable statutory and transfer pricing requirements, and ongoing oversight by the Audit Committee.
21	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	

a	Name of the director / KMP	<p>None of the Directors or Key Managerial Personnel of the Company, except Mr. Anant Nahata, Promoter and Managing Director & Chief Executive Officer, are concerned or interested, financially or otherwise, in the proposed transaction.</p> <p>Mr. Anant Nahata does not hold any direct shareholding in the Company, however, he is indirectly interested in the transaction by virtue of his shareholding and control in Nextwave Communications Private Limited, the Corporate Promoter of the Company, which holds equity shareholding in Exicom Tele-Systems Limited. The Company, in turn, currently holds 100% shareholding in the step-down subsidiaries.</p>
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	<p>None of the Directors or Key Managerial Personnel of the Company hold any shareholding in the related party.</p> <p>It is however clarified that Mr. Anant Nahata, Promoter and Managing Director & Chief Executive Officer of the Company, is indirectly interested in the proposed transaction by virtue of his shareholding and control in Nextwave Communications Private Limited, which is the corporate promoter and shareholder of the Company. The Company, in turn, currently holds 100% shareholding in the step-down subsidiaries</p>
22	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
23	Other information relevant for decision making	The transactions are in ordinary course of business and shall remain subject to Indian and international Transfer Pricing laws, internal controls and Audit Committee oversight.
B1. Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any similar business transaction and trade advances		
24	Bidding or other process, if any, applied for choosing a party for sale, purchase and supply of goods or services	No bidding or other process was applied.
25	Basis of determination of price	Cost-sharing or cost-plus-markup basis (ranging from 2% to 15%), depending on the respective local regulations on transfer pricing.
26	In case of trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be	Not Applicable

	extended to the related party in relation to the transaction, specify the following:	
a	Amount of trade advance	
b	Tenure	
c	Whether same is self-liquidating?	

Note: Disclosure under B(2) to B(7) and C(1) to C(6) of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 is not applicable for the current transactions.

A5. Transaction between Tritium Power Solutions Inc., USA and Tritium Power Solutions Pty Ltd, Australia

S. No.	Particulars	Details	
A1. Basic Information			
1	Name of the Related Party	Tritium Power Solutions Inc. USA (“ Tritium USA ”) & Tritium Power Solutions Pty Ltd, Australia (“ Tritium Australia ”), are step-down subsidiaries of the Company	
2	Country of incorporation of the related party	Tritium Power Solutions Inc.- USA Tritium Power Solutions Pty Ltd- Australia	
3	Nature of business of the related party	Name of related party	Business
		Tritium Power Solutions Inc., USA	To manufacture, import, export or otherwise trade electric vehicle charging stations and charging systems, including the sale of spare parts.
		Tritium Power Solutions Pty Ltd, Australia	
A2. Relationship and ownership of the Related Party			
4	Relationship between the subsidiary (in case transaction involve the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Both Tritium Power Solutions Pty Ltd, Australia and Tritium Power Solutions Inc., USA are step-down subsidiaries of Exicom Tele-Systems Limited (“ the Company ”). Nature of concern: Financial	
a	Shareholding of Subsidiary, whether direct or indirect in the related party	Not Applicable	
b	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any made by the Subsidiary	Not Applicable as both related parties are Body Corporates having share capital.	

c	Shareholding of the related party, whether direct or indirect, in the Subsidiary	Not Applicable																								
A3. Details of previous transactions with Related Party																										
5	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	<table> <tr> <th>Sl. No.</th><th>Nature of Transaction</th><th>FY 2024-25 (Amount in Crores)</th></tr> <tr> <td colspan="3">Tritium Power Solutions Pty Ltd, Australia</td></tr> <tr> <td>1</td><td>Sale of Goods</td><td>6.25</td></tr> <tr> <td>2</td><td>Charge back income</td><td>0.25</td></tr> <tr> <td colspan="3">Tritium Power Solutions Inc., USA</td></tr> <tr> <td>1</td><td>Sale of goods</td><td>3.93</td></tr> <tr> <td>2</td><td>Purchase of goods</td><td>0.0031</td></tr> <tr> <td>3</td><td>Charge back income</td><td>0.47</td></tr> </table>	Sl. No.	Nature of Transaction	FY 2024-25 (Amount in Crores)	Tritium Power Solutions Pty Ltd, Australia			1	Sale of Goods	6.25	2	Charge back income	0.25	Tritium Power Solutions Inc., USA			1	Sale of goods	3.93	2	Purchase of goods	0.0031	3	Charge back income	0.47
Sl. No.	Nature of Transaction	FY 2024-25 (Amount in Crores)																								
Tritium Power Solutions Pty Ltd, Australia																										
1	Sale of Goods	6.25																								
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Tritium Power Solutions Inc., USA																										
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2	Purchase of goods	0.0031																								
3	Charge back income	0.47																								
6	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Tritium USA- ₹ 0.0478 Crores Tritium Australia- ₹ 1.20 Crores																								
7	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year	Nil																								
A4. Amount of proposed transaction																										
8	Amount of the proposed transactions being placed for approval before Shareholders	Not exceeding ₹50 Crore																								
9	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																								
10	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	5.76 %																								
11	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Tritium USA- 179.66% Tritium Australia- 74.34%																								

12	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Same as above	
13	Financial performance of the related party for the immediately preceding financial year	Tritium Power Solutions Pty Ltd, Australia	
		Particulars	FY 2024-25 (Amount in Crores)
		Turnover	67.26
		Profit after tax	-8.39
		Net Worth	95.59
		Tritium Power Solutions Inc., USA	
		Particulars	FY 2024-25 (Amount in Crores)
		Turnover	27.83
		Profit after tax	-79.55
		Net Worth	35.17
A5. Basic details of the proposed transaction			
14	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving Unsecured loan	
15	Details of each type of the proposed transaction	Giving of Unsecured loan - Up to ₹ 50 Crores	
16	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Members approval is sought for entering into the proposed related party transactions during the validity period of this approval, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations. Any loan or financial arrangement entered into during such validity period shall have a maximum tenure of up to five (5) years from the date of disbursement.	
17	Whether omnibus approval is being sought?	Yes	
		<i>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall seek transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</i>	

18	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	<p>FY 2025-26 (from date of Members approval up to March 31, 2026)- up to ₹ 15 Crores</p> <p>FY 2026-27 (from April 1 2026, up to the expiry of the Members approval period, being one year from the date of Members approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations): up to ₹35 Crores</p>
19	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed transactions are undertaken in the ordinary course of business and on an arm's length basis. These transactions are consistent with the Company's business model and are intended to support operational continuity, efficiency, and sustainable value creation across the group, thereby strengthening overall consolidated business performance.</p> <p>The pricing and terms of such transactions have been determined in accordance with applicable transfer pricing principles, taking into account market benchmarks and the nature of the financial and service arrangements. All transactions will be subject to the Company's internal control framework, applicable statutory and transfer pricing requirements, and ongoing oversight by the Audit Committee.</p>
20	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	
a	Name of the director / KMP	<p>None of the Directors or Key Managerial Personnel of the Company, except Mr. Anant Nahata, Promoter and Managing Director & Chief Executive Officer, are concerned or interested, financially or otherwise, in the proposed transaction.</p> <p>Mr. Anant Nahata does not hold any direct shareholding in the Company, however, he is indirectly interested in the transaction by virtue of his shareholding and control in Nextwave Communications Private Limited, the Corporate Promoter of the Company, which holds equity shareholding in Exicom Tele-Systems Limited. The Company, in turn, currently holds 100% shareholding in the step-down subsidiaries.</p>

b	Shareholding of the director / KMP, whether direct or indirect, in the related party	<p>None of the Directors or Key Managerial Personnel of the Company hold any shareholding in the related party.</p> <p>It is however clarified that Mr. Anant Nahata, Promoter and Managing Director & Chief Executive Officer of the Company, is indirectly interested in the proposed transaction by virtue of his shareholding and control in Nextwave Communications Private Limited, which is the corporate promoter and shareholder of the Company. The Company, in turn, currently holds 100% shareholding in the step-down subsidiaries.</p>
21	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
22	Other information relevant for decision making	The transactions are in ordinary course of business and shall remain subject to Indian and international Transfer Pricing laws, internal controls and Audit Committee oversight.
B2. Disclosure only in case of transaction relating to loans and advance (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary		
23	Source of funds in connection with proposed transaction	Permissible internal and/or external sources of the subsidiary, in compliance with applicable laws.
24	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	
a	Nature of indebtedness	Unsecured borrowings
b	Total cost of borrowing	Based on prevailing market rates (currently ranging from approximately 4% to 13.25% per annum).
c	Tenure	Short-term to medium-term corporate borrowings ranging from 2 years to 5 years.
d	Other details	Borrowings, if any, shall be undertaken on arm's length terms and repaid in structured installments as mutually agreed.
25	Rate of interest at which the listed entity is borrowing from its bankers/other lenders	Based on prevailing market rates, currently ranging from approximately 7.50% to 12% per annum.
26	Proposed interest rate to be charged by listed entity from the related party	Arm's length interest rate with a markup ranging from 0.25% to 1%, determined based on market benchmarks and transfer pricing principles.
27	Maturity/Due Date	As per mutually agreed terms to be entered into at the time of execution of transaction generally aligned with short to medium term corporate loan tenures.
28	Repayment Schedule & terms	The specific repayment schedule shall be determined

		and documented at the time of execution of each transaction in accordance with arm's length principles, subject to a maximum tenure of up to five (5) years from the date of disbursement and ongoing oversight by the Audit Committee.
29	Whether secured or unsecured	Unsecured
30	If secured, the nature of security & security coverage ratio	Not Applicable
31	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	Working capital, operational requirements, expansion activities and general corporate purposes of Tritium Power Solutions Pty Ltd, Australia
C1. Additional Disclosure: In case of transaction relating to any loans and advances		
32	Latest credit rating of the related party with whom transaction is proposed	Tritium Power Solutions Pty Ltd and Tritium Power Solutions Inc., related parties in the proposed transaction were incorporated on July 25, 2024, and given its limited operating history since incorporation, no standalone credit rating or structured obligations rating has been obtained as on date.
33	Default on borrowings, if any, over three financial years, by the related party from the listed entity or any other person and value of subsisting default. <i>In addition, state the following:</i>	Nil
a	Whether the account of the related party has been classified as non-performing asset by its bankers and whether such status is currently subsisting	No
b	Whether the related party has been declared a wilful defaulter by any its bankers and whether such status is currently subsisting	No
c	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	No
d	Whether the related party, not being an MSME, suffers from any of the disqualification specified under section 29A of the Insolvency and Bankruptcy code, 2016	No

Note:

- ***Disclosure under B1, B(3) to B(7) and C(2) to C(6) of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 is not applicable for the current transactions.***

- *With respect to rate of interest /cost of borrowing in table A2, A3 & A5, it is clarified that the applicable interest ranges differ between domestic lending by the Company and inter-subsidiaries overseas lending, owing to differences in underlying borrowing cost, currency, jurisdictional risk profiles and market conditions and such differentiation is consistent with arm's length pricing and transfer pricing regulations.*
- *It is clarified that the aggregate transaction limit of ₹327 Crores approved under resolution no. 4 comprises transactions set out in Table A4 (sale and purchase of goods and/or availing or rendering of services) and Table A5 (giving unsecured loan), taken together.*

In terms of Regulation 23(7) of the SEBI Listing Regulations, all related parties (as defined under Regulation 2(1)(zb) of the SEBI Listing Regulations) including members of the Promoter and Promoter Group, shall abstain from voting on this resolution, irrespective of whether they are parties to the transaction.

Mr. Anant Nahata, Promoter and Managing Director & Chief Executive Officer of the Company, may be deemed to be indirectly interested in the proposed transaction by virtue of his shareholding and control in Nextwave Communications Private Limited, the Corporate Promoter of the Company, which holds equity shareholding in the Company. None of the other Directors or Key Managerial Personnel are concerned or interested, financially or otherwise, in the proposed transaction.

The Board of Directors, by way of resolutions passed through circulation on December 31, 2025, based on the approval and recommendation of the Audit Committee, approved the above transaction, subject to the approval of the Members. Accordingly, the Board recommends Ordinary Resolutions as set out in Item(s) Nos. 2 to 4 of the accompanying Notice for approval of the Members.

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

**Place: Gurugram
Date: January 02, 2026**

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

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

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