EXICOM TELE-SYSTEMS LIMITED

Registered Office: 8, Electronics Complex, Chambaghat, District Solan, Himachal Pradesh-173213
CIN: L64203HP1994PLC014541
Website: www.exicom.com; **Email:** investors@exicom.in; **Tel.:** 0124-6615200

NOTICE

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

Notice is hereby given that the **32nd (Thirty-Second) Annual General Meeting ("AGM")** of the Members of Exicom Tele-Systems Limited **("the Company")** will be held on **Monday, September 28, 2026** at **11:00 a.m.** (IST) through Video Conferencing / Other Audio-Visual Means **("VC"/ "OAVM")** to transact the following businesses:

ORDINARY BUSINESS

1. **ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**

   To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, along with the Reports of the Board of Directors and the Auditors thereon and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, along with the Reports of the Board of Directors and the Auditors thereon, as laid before this meeting, be and are hereby received, considered and adopted."

2. **ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**

   To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, along with the Report of the Auditors thereon and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, along with the Report of the Auditors thereon as laid before this meeting, be and are hereby received, considered and adopted."

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

   To appoint a Director in place of Mr. Himanshu Baid (DIN: 00014008), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Himanshu Baid (DIN: 00014008), who retires by rotation at this Annual General Meeting, and being eligible, seeks re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. **RATIFICATION OF THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2026-27**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration amounting to ₹1,60,000/- (Rupees One Lakh Sixty Thousand only) plus applicable taxes and out of pocket expenses to be incurred in connection with the cost audit, as approved by the Audit Committee and the Board of Directors, payable to M/s. SKG & Co., Cost Accountants (Firm Registration Number: 000418), who have been appointed as the Cost Auditors of the Company for conducting the audit of the cost records maintained by the Company, for the financial year 2026-27.

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

5. **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"), amended from time to time, the applicable provisions of the Companies Act, 2013 ("the 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 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 transaction(s) proposed to be entered into, continued, renewed, extended or modified between Exicom Power Solutions B.V., Netherlands ("Exicom B.V."), a subsidiary of the Company, and Tritium Power Solutions Pty Ltd, Australia ("Tritium Australia"), a step-down subsidiary of the Company, involving transfer of resources or services or obligations (whether by way of individual transaction(s) or a series of transaction(s)), limited to (i) provision of unsecured loans by Exicom B.V. to Tritium Australia, and (ii) purchase and sale of goods and/or availing or rendering of services between Exicom B.V. and Tritium Australia, each being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, provided that the aggregate value of all such transaction(s) **shall not exceed ₹240 crore,** 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 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 approval granted by the Members of the Company vide resolution passed through Postal Ballot on February 1, 2026, in respect of the aforesaid material related party transaction(s) shall stand superseded prospectively from the effective date of this resolution to the extent covered herein.

RESOLVED FURTHER THAT this approval shall remain valid from the conclusion of the 32nd Annual General Meeting and up to the conclusion of the 33rd Annual General Meeting of the Company, unless specifically modified or revoked by the Members earlier, in accordance with law.

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 authorised 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 authorised 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."

6. **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 ("the 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 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 transaction(s) proposed to be entered into, continued, renewed, extended or modified between Exicom Power Solutions B.V., Netherlands ("Exicom B.V."), a subsidiary of the Company, and Tritium Power Solutions Inc., USA ("Tritium USA"), a step-down subsidiary of the Company, involving transfer of resources or services or obligations (whether by way of individual transaction(s) or a series of transaction(s)), limited to (i) provision of unsecured loans by Exicom B.V. to Tritium USA and (ii) purchase and sale of goods and/or availing or rendering of services between Exicom B.V. and Tritium USA, each being a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, provided that the aggregate value of all such transaction(s) **shall not exceed ₹235 crore,** 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 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 approval granted by the Members of the Company vide resolution passed through Postal Ballot on February 1, 2026, in respect of the aforesaid material related party transaction(s) shall stand superseded prospectively from the effective date of this resolution to the extent covered herein.

RESOLVED FURTHER THAT this approval shall remain valid from the conclusion of the 32nd Annual General Meeting and up to the conclusion of the 33rd Annual General Meeting of the Company, unless specifically modified or revoked by the Members earlier, in accordance with law.

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 authorised 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 authorised 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."

7. **APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS BETWEEN TRITIUM POWER SOLUTIONS PTY LTD, AUSTRALIA AND TRITIUM POWER SOLUTIONS INC., USA, STEP-DOWN 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 ("the 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 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 transaction(s) proposed to be entered into, continued, renewed, extended or modified between Tritium Power Solutions Pty Ltd, Australia ("Tritium Australia"), and Tritium Power Solutions Inc., USA ("Tritium USA"), involving transfer of resources or services or obligations (whether by way of individual transaction(s) or a series of transaction(s)), limited to purchase and sale of goods and/or availing or rendering of services between Tritium Australia and Tritium USA, each being a step-down subsidiary of the Company and a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, provided that the aggregate value of all such transaction(s) **shall not exceed ₹285 crore,** 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 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 approval granted by the Members of the Company vide resolution passed through Postal Ballot on February 1, 2026, in respect of the aforesaid material related party transaction(s) shall stand superseded prospectively from the effective date of this resolution to the extent covered herein.

RESOLVED FURTHER THAT this approval shall remain valid from the conclusion of the 32nd Annual General Meeting and up to the conclusion of the 33rd Annual General Meeting of the Company, unless specifically modified or revoked by the Members earlier, in accordance with law.

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 authorised 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 authorised 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**

Sangeeta Karnatak
Company Secretary & Compliance Officer
Membership No. 25216

Place: Gurugram
Date: August 26, 2026

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

NOTES

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("**the Act**"), in respect of the special businesses to be transacted at the 32nd Annual General Meeting ("**AGM**"), as set out under item nos. 4 to 7 of the Notice, is annexed hereto. Further, disclosures in relation to Item No. 3 of the Notice, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard- 2 ("**SS-2**") on General Meetings issued by the Institute of Company Secretaries of India, form an integral part of this Notice.

2. In accordance with the provisions of the Act, the rules made thereunder, and in compliance with the General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 read with other relevant circulars, and latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("**MCA**"), and the Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("**SEBI**") (collectively referred to as "**the Circulars**"), companies are permitted to hold AGM through Video Conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**") without the physical presence of the Members.

   Hence, the 32nd AGM of the Company is being convened through VC/OAVM on Monday, September 28, 2026 at 11:00 a.m. (IST), in compliance with the above Circulars, the Act, and the SEBI Listing Regulations.

   The deemed venue for the 32nd AGM shall be the Registered office of the Company.

3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, and the Circulars issued by the MCA, the Company is providing facility of remote e-Voting (prior to AGM) and e-Voting (during the AGM), to its Members in respect of the businesses to be transacted at this AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("**NSDL**") for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.

4. As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, the matters of special businesses as appearing in item nos. 4 to 7 of the accompanying notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

5. Electronic copy of the Notice of the 32nd AGM along with the Annual Report for the financial year 2025-26, indicating the process and manner of e-Voting, is being sent to the Members whose names appear in the Register of Members/ list of beneficiaries received from the Depositories as on August 21, 2026 and whose email addresses are registered with the Company / Registrar and Share Transfer Agent (**"RTA"**) / Depositories / Depository Participant(s) for communication purposes.

6. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND THE SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

7. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 32nd AGM through VC/OAVM facility. Corporate Members intending to appoint their authorised representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at mohd.zafar@mycompliances.com with a copy marked to evoting@nsdl.com and the Company at investors@exicom.in.

8. Members are requested to intimate changes, if any, pertaining to their Names, Postal Address, Email IDs, Telephone/Mobile Numbers, PAN, Bank Mandate details etc., to their Depository Participant(s) ("**DPs**").

9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not registered their nomination are requested to register the same with their DPs.

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

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

12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

13. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice of AGM and Annual Report for financial year 2025-26 are available on the website of the Company at www.exicom.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the Notice is also available on the website of NSDL (agency for providing the remote e-Voting facility) i.e. www.evoting.nsdl.com. Pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing the web link, along with the exact path to access the complete Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or DPs. The physical copies of Annual Report and Notice of AGM will be dispatched only to those shareholders who request for the same.

14. To prevent fraudulent transactions, Members are advised to exercise their due diligence and notify any change in address or demise of any Members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

15. To support the "Green initiatives", Members who have not yet registered their email IDs are requested to register the same with their DPs. Further, those Members who have already registered their email IDs are requested to keep their email IDs validated / updated with their DPs/ RTA, to enable servicing of notices/ documents /Annual Reports and other communications electronically to their email IDs in future.

16. Pursuant to Section 152 of the Act, Mr. Himanshu Baid retires by rotation at this AGM and, being eligible, has offered himself for re-appointment. Based on the recommendation of the Nomination Remuneration and Compensation Committee, the Board of Directors has also recommended his re-appointment. The disclosures and particulars of Mr. Himanshu Baid, as required under the Act, the SEBI Listing Regulations and SS-2, are set out in **Annexure-A** to this Notice.

17. The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, the certificate from the Secretarial Auditors of the Company that the Exicom Tele-Systems Limited Employees Stock Option Scheme-2023 and Exicom Tele-Systems Employees Stock Option Scheme-2025 ("**ESOP Schemes**") have been implemented in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and other relevant documents referred to in this Notice and Explanatory Statement, will be available electronically for inspection by the Members. All documents referred to in this Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 28, 2026. Members seeking to inspect such documents can send an email to investors@exicom.in.

18. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DPs.

19. **TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:** As per Regulation 40 of the SEBI Listing Regulations, as amended from time to time, transfer of securities would be carried out in dematerialized form only.

20. **CUT-OFF DATE:** The cut-off date will be Monday, September 21, 2026 to determine the list of Members who are eligible for remote e-Voting.

21. **REMOTE E-VOTING:** The remote e-Voting period commences on Thursday, September 24, 2026 at 9:00 a.m. (IST) and ends on Sunday, September 27, 2026 at 5:00 p.m. (IST). During this period, the shareholders may cast their votes electronically. The remote e-Voting module shall be disabled by NSDL for e-Voting immediately thereafter. Once the vote on a resolution is cast by the Member, no change will be allowed subsequently.

22. Only those Members who will be present in the AGM through VC/OAVM and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM. The instructions for joining the AGM through VC/OAVM, remote e-Voting and e-Voting during the AGM are provided in the Note No. 28.

23. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 21, 2026. Any person who acquires the shares of the Company and becomes a Member of the Company after dispatch of Notice and holds shares as of cut-off date i.e. September 21, 2026, may obtain the Login ID and Password by sending a request at evoting@nsdl.com. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.

24. **SCRUTINIZER FOR E-VOTING:** CS Mohd. Zafar (Membership No. FCS 9184) of M/s. MZ & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer, to scrutinize the e-Voting process in a fair and transparent manner.

25. Members are requested to note that MUFG Intime India Private Limited *(Formerly known as Link Intime India Private Limited)* having its office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083, is the RTA of the Company to manage the work related to the securities of the Company.

26. Members desiring any information with regard to Annual Accounts/Annual Report are requested to submit their queries addressed to the Company Secretary & Compliance Officer at investors@exicom.in.

27. **DECLARATION OF RESULT:** The results shall be declared within two working days from conclusion of the AGM, in accordance with the applicable laws. The results declared, along with the Scrutinizer's Report, will be placed on the website of the Company at www.exicom.com and on the website of the e-Voting service provider, i.e. NSDL, at www.evoting.nsdl.com, immediately after the declaration of the results, and the same will be simultaneously forwarded to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed, and shall be displayed at the Registered Office as well as at the Corporate Office of the Company. Subject to the receipt of the requisite number of votes, the resolution shall be deemed to have been passed on the date of the AGM i.e. September 28, 2026.

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

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 read with other applicable circulars issued by SEBI on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email Id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can 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, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, 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. 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a Mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number & email address as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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.

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 eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

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

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email Ids are not registered.

6 If you are unable to retrieve or have not received the **"Initial password"** or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) 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 etc.

   c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on **"Login"** button.

9. After you click on the **"Login"** button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select "**EVEN**" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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" when 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 resolutions, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to mohd.zafar@mycompliances.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?" 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: 022-48867000 or send a request to Ms. Pallavi Mhatre, Deputy Vice President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra- 400051.

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

1. Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) to investors@exicom.in. If you are an Individual Shareholders, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mod**e.

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 Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 read with other applicable circulars issued by SEBI on e-Voting facility provided by Listed Companies, Individual shareholders are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/shareholders who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through laptops for better experience.

3. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

5. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM mentioning their name, demat account number, email Id, mobile number at investors@exicom.in. Such questions by the Members shall be suitably replied to by the Company.

6. **REGISTRATION OF SPEAKER BEFORE AGM**

   Members of the Company, holding shares as on the cut-off date i.e. September 21, 2026 and who would like to speak or express their views during the AGM, may register themselves as speakers by sending their request in advance from **Thursday, September 24, 2026, 9:00 a.m. (IST) up to Saturday, September 26, 2026, 5:00 p.m. (IST),** mentioning their name, demat account number, email Id, mobile number at investors@exicom.in. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time for the AGM. Only Registered speakers will be allowed to speak during the meeting.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 in the accompanying Notice:

Item No. 4

Based on the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on May 19, 2026, approved the re-appointment of M/s. SKG & Co., Cost Accountants, New Delhi (Firm Registration No.: 000418), as the Cost Auditors of the Company to conduct the audit of the relevant cost records of the Company for the financial year 2026-27, at a total remuneration of ₹1,60,000 (Rupees One Lakh Sixty Thousand only), plus applicable taxes and reimbursement of out of pocket expenses, subject to ratification by the Members of the Company in the ensuing Annual General Meeting.

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

Accordingly, ratification by the Members is sought for the aforesaid remuneration payable to the Cost Auditors of the Company for the financial year 2026-27.

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

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

Item Nos. 5 to 7

The material facts and information relevant to Item Nos. 5 to 7 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 subsidiary and step-down subsidiaries of the Company, namely Exicom Power Solutions B.V., Netherlands, Tritium Power Solutions Pty Ltd, Australia and Tritium Power Solutions Inc., USA, which are related parties of the Company in terms of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations. Although the Company is not a direct party to these arrangements, such transactions qualify as Related Party Transactions ("RPTs") 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 projected transaction volumes, these transactions may exceed the materiality thresholds prescribed under Regulation 23 of the SEBI Listing Regulations, (as per audited financial statements for the preceding accounting year i.e. FY 2025-26). 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 PriceWaterhouseCoopers Services LLP and has confirmed that the proposed transactions are at arm's length and in the ordinary course of business.

The Audit Committee has also reviewed the certificates provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, as required under the SEBI-mandated Industry Standards for Related Party Transactions.

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

The proposed transaction limits are based on estimated business requirements and projected transaction volumes during the validity period of the approval.

Accordingly, the proposed limits represent the maximum enabling limits for the purpose of obtaining Members approval under the SEBI Listing Regulations. The actual value of transactions undertaken during the approval period may be lower and shall depend upon the business requirements of the respective entities from time to time.

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-mandated Industry Standards for RPTs and internal financial controls over RPTs.

All pricing shall 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. Ongoing monitoring mechanisms are in place, and the Audit Committee shall receive periodic updates on the status, pricing and utilization of funds and business performance of the recipient entities.

The mandatory disclosures required to be made to the Members, in accordance with SEBI Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and the SEBI-mandated Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders 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, A2 & A3** respectively:

Table A1

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

<table>
<tr><th>Sl. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td colspan="3">A1. Basic Information</td></tr>
<tr><td>1</td><td>Name of the Related Party</td><td>Exicom Power Solutions B.V. and Tritium Power Solutions Pty Ltd</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>Exicom Power Solutions B.V. – Netherlands
Tritium Power Solutions Pty Ltd – Australia</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td><table><tr><th>Name of related party</th><th>Business</th></tr><tr><td>Exicom Power Solutions B.V.</td><td>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.</td></tr><tr><td>Tritium Power Solutions Pty Ltd</td><td>To manufacture, import, export or otherwise trade electric vehicle charging stations and charging systems, including the sale of spare parts.</td></tr></table></td></tr>
<tr><td colspan="3">A2. Relationship and ownership of the Related Party</td></tr>
<tr><td>4</td><td>Relationship between the subsidiary (in case transaction involves the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>Exicom Power Solutions B.V. ("Exicom B.V.") is an unlisted material subsidiary of the Company and Tritium Power Solutions Pty Ltd ("Tritium Australia") is a wholly-owned subsidiary of Exicom B.V. and a step-down material subsidiary of the Company.
Nature of concern- Financial</td></tr>
<tr><td>A</td><td>Shareholding of Subsidiary, whether direct or indirect in the related party</td><td>Exicom B.V. holds 100% of the paid-up equity share capital of Tritium Australia</td></tr>
<tr><td>B</td><td>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</td><td>Not Applicable</td></tr>
<tr><td>C</td><td>Shareholding of the related party, whether direct or indirect, in the Subsidiary</td><td>Nil</td></tr>
<tr><td colspan="3">A3. Details of previous transactions with Related Party</td></tr>
<tr><td>5</td><td>Total amount of all the transactions undertaken by the Subsidiary with the related party during the last financial year</td><td><table><tr><th>Sl. No.</th><th>Nature of Transaction</th><th>FY 2025-26 (₹ crore)</th></tr><tr><td>1.</td><td>Loan</td><td>143.48</td></tr><tr><td>2.</td><td>*Conversion of Loan into equity</td><td>245.11</td></tr><tr><td>3.</td><td>Interest income</td><td>4.90</td></tr><tr><td>Total</td><td></td><td>393.49</td></tr></table>*No fresh transaction was undertaken at the time of conversion, only the outstanding loan amounting to ₹245.11 crore was converted into ordinary equity shares of Tritium Australia.</td></tr>
<tr><td>6</td><td>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</td><td>₹ 0.73 crore</td></tr>
</table>

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Sl. No.	Particulars	Details
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 ₹240 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	20.84%
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 ascertainable as the standalone turnover of Exicom B.V. was Nil in the financial year 2025-26. *Note: While the standalone turnover of Exicom B.V. for FY 2025-26 was Nil, Exicom B.V. forms part of the Company's overseas operations through its subsidiaries. Accordingly, the standalone turnover of Exicom B.V. may not be reflective of the scale and nature of the underlying overseas operations.*
12	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover.	Exicom B.V. – 108.84% (calculated on the basis of consolidated turnover) Tritium Australia– 678.92% (calculated on the basis of standalone turnover)
13	Financial performance of the related party for the immediately preceding financial year (on standalone basis)	See tables below

Tritium Power Solutions Pty Ltd, Australia

Particulars	FY 2025-26 (₹ crore)
Turnover	35.35
Profit after tax	(1.31)
Net Worth	378.99

Exicom Power Solutions B.V., Netherlands

Particulars	FY 2025-26 (₹ crore)
Turnover	Nil
Profit after tax	(18.34)
Net Worth	574.34

Sl. No.	Particulars	Details
A5. Basic details of the proposed transaction		
14	Specific type of the proposed transaction	Details of proposed transactions are as follows:
15	Details of each type of the proposed transaction	See table below

Sl.No.	Nature of transaction	(₹ crore)
1.	Sale of goods/services	4
2.	Purchase of goods/services	4
3.	Granting of loan	195
4.	Interest income	22
5.	Management expense	15
Total		**240**

Sl. No.	Particulars	Details
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 up to the conclusion of the next Annual General Meeting of the Company, 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 *Note: The approval sought from Members is for the specified parties, aggregate limits and transaction categories during the validity period of the approval. The Company shall obtain transaction-wise approval of the Audit Committee under Regulation 23(3) of the SEBI Listing Regulations, as applicable.*
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 2026-27 (from the date of Members' approval up to March 31, 2027):** Up to ₹164 crore, being the estimated value of transactions proposed to be undertaken during the validity period of the Members' approval. **FY 2027-28 (from April 1, 2027 up to the conclusion of the next Annual General Meeting of the Company):** Up to ₹76 crore
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.
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, Managing Director & Chief Executive Officer, is concerned or interested, financially or otherwise, in the proposed transaction.
B	Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Anant Nahata does not hold any direct shareholding in the Company or Tritium Australia. However, he is 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 shares in the Company. Exicom Tele-Systems Limited currently holds approximately 90.29% of the paid-up equity share capital of Exicom B.V., which in turn directly holds 100% of the paid-up equity share capital of Tritium Australia.
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. The Audit Committee shall periodically review utilization of funds, business performance of the recipient entity, pricing methodology and continuing commercial rationale of the proposed transactions.

Sl. No.	Particulars	Details
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 (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, inter-corporate deposit or advance, specify the following:	
A	Nature of indebtedness	Secured and/or 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 or its subsidiary 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 Exicom B.V. 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 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 working capital requirements, customer project execution, inventory procurement, product support obligations, expansion activities and general corporate purposes of Tritium Australia.

Sl. No.	Particulars	Details
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.	Nil
	In addition, state the following:	
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 of 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 circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 are not applicable for the current transactions.

Table A2

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

<table>
<tr><th>Sl. No.</th><th>Particulars</th><th colspan="2">Details</th></tr>
<tr><td colspan="4">A1. Basic Information</td></tr>
<tr><td>1</td><td>Name of the Related Party</td><td colspan="2">Exicom Power Solutions B.V. and Tritium Power Solutions Inc.</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td colspan="2">Exicom Power Solutions B.V. - Netherlands
Tritium Power Solutions Inc. - USA</td></tr>
<tr><td rowspan="3">3</td><td rowspan="3">Nature of business of the related party</td><td>Name of related party</td><td>Business</td></tr>
<tr><td>Exicom Power Solutions B.V.</td><td>To manufacture, import, export or otherwise trade electric vehicle charging stations and charging systems, spare parts, solar systems, batteries as well as repair and maintenance of primary and storage batteries.</td></tr>
<tr><td>Tritium Power Solutions Inc.</td><td>To manufacture, import, export or otherwise trade electric vehicle charging stations and charging systems, including the sale of spare parts.</td></tr>
</table>

Sl. No.	Particulars	Details
A2. Relationship and ownership of the Related Party		
4	Relationship between the subsidiary (in case transaction involves the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Exicom Power Solutions B.V. ("Exicom B.V."), is an unlisted material subsidiary of the Company and Tritium Power Solutions Inc. ("Tritium USA") is a wholly-owned subsidiary of Exicom B.V. and a step-down subsidiary of the Company. Nature of concern – Financial
A	Shareholding of Subsidiary, whether direct or indirect in the related party	Exicom B.V. holds 100% of the paid-up equity share capital of Tritium 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
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.	See table below

Sl.No.	Nature of Transaction	(₹ crore)
1.	Loan	113.38
2.	Interest income	4.66
3.	Conversion of loan into equity *	254.16
Total		**372.20**

**No fresh transaction was undertaken at the time of conversion. The outstanding loan amounting to ₹254.16 crore was converted into ordinary equity shares of Tritium USA.*

Sl. No.	Particulars	Details
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.	₹0.34 crore
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 ₹235 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	20.40%
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 ascertainable as the standalone turnover of Exicom B.V. was Nil in the financial year 2025-26. *Note: While the standalone turnover of Exicom B.V. for FY 2025-26 was Nil, Exicom B.V. forms part of the Company's overseas operations through its subsidiaries. Accordingly, the standalone turnover of Exicom B.V. may not be reflective of the scale and nature of the underlying overseas operations.*
12	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover	Exicom B.V. – 106.58% (calculated on the basis of consolidated turnover) Tritium USA – 198.51% (calculated on the basis of standalone turnover)

<table>
<tr><th>Sl. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>13</td><td>Financial performance of the related party for the immediately preceding financial year (on standalone basis)</td><td>
<table>
<tr><th colspan="2">Tritium Power Solutions Inc., USA</th></tr>
<tr><th>Particulars</th><th>FY 2025-26
(₹ crore)</th></tr>
<tr><td>Turnover</td><td>118.38</td></tr>
<tr><td>Profit after tax</td><td>(264.33)</td></tr>
<tr><td>Net Worth</td><td>40.63</td></tr>
</table>
<table>
<tr><th colspan="2">Exicom Power Solutions B.V., Netherlands</th></tr>
<tr><th>Particulars</th><th>FY 2025-26
(₹ crore)</th></tr>
<tr><td>Turnover</td><td>Nil</td></tr>
<tr><td>Profit after tax</td><td>(18.34)</td></tr>
<tr><td>Net Worth</td><td>574.34</td></tr>
</table>
</td></tr>
<tr><td colspan="3">A5. Basic details of the proposed transaction</td></tr>
<tr><td>14</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Description of proposed transactions are as follows:</td></tr>
<tr><td>15</td><td>Details of each type of the proposed transaction</td><td>
<table>
<tr><th>Sl.No.</th><th>Nature of transaction</th><th>Amount
(₹ crore)</th></tr>
<tr><td>1.</td><td>Sale of goods /services</td><td>4</td></tr>
<tr><td>2.</td><td>Purchase of goods /services</td><td>4</td></tr>
<tr><td>3.</td><td>Granting of loan</td><td>190</td></tr>
<tr><td>4.</td><td>Interest income</td><td>22</td></tr>
<tr><td>5.</td><td>Management Expenses</td><td>15</td></tr>
<tr><td colspan="2">Total</td><td>235</td></tr>
</table>
</td></tr>
<tr><td>16</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>Members' approval is sought for entering into the proposed related party transactions during the validity period of this approval, being up to the conclusion of the next Annual General Meeting of the Company, 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.</td></tr>
<tr><td>17</td><td>Whether omnibus approval is being sought?</td><td>Yes
Note: The approval sought from Members is for the specified parties, aggregate limits and transaction categories during the validity period of the approval. The Company shall obtain transaction-wise approval of the Audit Committee under Regulation 23(3) of the SEBI Listing Regulations, as applicable.</td></tr>
<tr><td>18</td><td>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</td><td><u>FY 2026-27 (from the date of Members' approval up to March 31, 2027):</u> Up to ₹159 crore, being the estimated value of transactions proposed to be undertaken during the validity period of the Members' approval.
<u>FY 2027-28 (from April 1, 2027 up to the conclusion of the next Annual General Meeting of the Company):</u> Up to ₹76 crore</td></tr>
<tr><td>19</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>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.</td></tr>
</table>

Sl. No.		Particulars	Details
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, Managing Director & Chief Executive Officer, is concerned or interested, financially or otherwise, in the proposed transaction.
	B	Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Anant Nahata does not hold any direct shareholding in Exicom B.V. or Tritium USA, being the related parties to the proposed transaction. However, he is 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 shares in the Company. Exicom Tele-Systems Limited currently holds approximately 90.29% of the paid-up equity share capital of Exicom B.V., which in turn directly holds 100% of the paid-up equity share capital of Tritium USA.
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. The Audit Committee shall periodically review utilization of funds, business performance of the recipient entity, pricing methodology and continuing commercial rationale of the proposed transactions.
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 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	Secured and/or 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 or its subsidiary 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 Exicom B.V. 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.

Sl. No.	Particulars	Details
30	Maturity/Due Date	As per mutually agreed terms, 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 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 working capital requirements, customer project execution, inventory procurement, product support obligations, expansion activities and general corporate purposes of Tritium 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. **In addition, state the following:**	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 of 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 Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 are not applicable for the current transactions.

Table A3

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

<table>
<tr><th>Sl. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td colspan="3">A1. Basic Information</td></tr>
<tr><td>1</td><td>Name of the Related Party</td><td>Tritium Power Solutions Inc. and Tritium Power Solutions Pty Ltd</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>Tritium Power Solutions Pty Ltd- Australia
Tritium Power Solutions Inc.- USA</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td><table><tr><th>Name of related party</th><th>Business</th></tr><tr><td>Tritium Power Solutions Inc., USA</td><td rowspan="2">To manufacture, import, export or otherwise trade electric vehicle charging stations and charging systems, including the sale of spare parts.</td></tr><tr><td>Tritium Power Solutions Pty Ltd, Australia</td></tr></table></td></tr>
</table>

<table>
<tr><th>Sl. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td colspan="3">A2. Relationship and ownership of the Related Party</td></tr>
<tr><td>4</td><td>Relationship between the subsidiary (in case transaction involves the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>Tritium Power Solutions Pty Ltd ("Tritium Australia"), and Tritium Power Solutions Inc. USA ("Tritium USA"), are wholly owned subsidiaries of Exicom Power Solutions B.V., Netherlands and step-down subsidiaries of the Company.

Nature of concern: Operational and commercial</td></tr>
<tr><td>A</td><td>Shareholding of Subsidiary, whether direct or indirect in the related party</td><td>Nil
Note: Exicom Power Solutions B.V., Netherlands, an unlisted material subsidiary of the Company holds direct shareholding in both the related parties. Neither Tritium Australia nor Tritium USA holds any direct or indirect shareholding in the other.</td></tr>
<tr><td>B</td><td>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</td><td>Not Applicable</td></tr>
<tr><td>C</td><td>Shareholding of the related party, whether direct or indirect, in the Subsidiary</td><td>Not Applicable</td></tr>
<tr><td colspan="3">A3. Details of previous transactions with Related Party</td></tr>
<tr><td>5</td><td>Total amount of all the transactions undertaken between the subsidiaries during the last financial year</td><td>Transactions undertaken during FY 2025-26 between Tritium Australia and Tritium USA :-
<table>
<tr><th>Sl. No.</th><th>Particulars</th><th>Transactions by Tritium Australia with Tritium USA (₹ crore)</th><th>Transactions by Tritium USA with Tritium Australia (₹ crore)</th></tr>
<tr><td>1.</td><td>Sale of goods</td><td>8.38</td><td>0.95</td></tr>
<tr><td>2.</td><td>Charge-back income</td><td>0.58</td><td>5.74</td></tr>
<tr><td>3.</td><td>Management income</td><td>0.35</td><td>2.86</td></tr>
<tr><td>4.</td><td>Advance</td><td>3.92</td><td>-</td></tr>
<tr><td>5.</td><td>Transfer Pricing (TP) charge</td><td>-</td><td>102.46</td></tr>
<tr><td colspan="2">Total</td><td>13.23</td><td>112.01</td></tr>
</table></td></tr>
<tr><td>6</td><td>Total amount of all the transactions undertaken between the subsidiaries during the current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td>Tritium USA- ₹ 0.98 crore
Tritium Australia- ₹ 37.21 crore</td></tr>
<tr><td>7</td><td>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</td><td>Nil</td></tr>
<tr><td colspan="3">A4. Amount of proposed transaction</td></tr>
<tr><td>8</td><td>Amount of the proposed transactions being placed for approval before Shareholders</td><td>₹285 crore</td></tr>
<tr><td>9</td><td>Whether the proposed transactions taken together with the transactions undertaken between the subsidiaries during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>10</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>24.75%</td></tr>
</table>

Sl. No.	Particulars	Details
11	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (The percentage is disclosed on standalone basis)	**Tritium USA**-240.75% **Tritium Australia** - 806.22%
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	Refer to Point 11 above
13	Financial performance of the related party for the immediately preceding financial year	**Tritium Power Solutions Pty Ltd, Australia** Particulars / FY 2025-26 (₹ crore) Turnover: 35.35 Profit after tax: (1.31) Net Worth: 378.99 **Tritium Power Solutions Inc , USA** Particulars / FY 2025-26 (₹ crore) Turnover: 118.38 Profit after tax: (264.33) Net Worth: 40.63
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.)	The proposed transactions are as follows:
15	Details of each type of the proposed transaction	**Sl. No. / Nature of transaction / (₹ crore)** 1. Sale of goods /services: 75 2. Charge-back Expenses/Income: 185 3. Management expenses /income: 25 **Total: 285** *Note- Charge-back expenses/income primarily represent cross-charges in accordance with the applicable transfer pricing rules towards operating and other business-related costs between the entities.* The transactions between Tritium Australia and Tritium USA are reciprocal in nature. Accordingly, the corresponding purchase/sale and income/expense entries will be recorded by the respective counterparty. Therefore, each transaction has been presented only once in the table above.
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 up to the conclusion of the next Annual General Meeting of the Company, in accordance with Regulation 23(4) of the SEBI Listing Regulations.
17	Whether omnibus approval is being sought?	Yes *Note: The approval sought from Members is for the specified parties, aggregate limits and transaction categories during the validity period of the approval. The Company shall obtain transaction-wise approval of the Audit Committee under Regulation 23(3) of the SEBI Listing Regulations, as applicable.*
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 2026-27 (from the date of Members' approval up to March 31, 2027)**- Up to ₹190 crore, being the estimated value of transactions proposed to be undertaken during the validity period of the Members' approval. **FY 2027-28 (from April 1, 2027 up to the conclusion of the next Annual General Meeting of the Company):** Up to ₹95 crore

Sl. No.	Particulars	Details
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.
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, Managing Director & Chief Executive Officer, is concerned or interested, financially or otherwise, in the proposed transaction.
B	Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Anant Nahata does not hold any direct shareholding in Tritium Australia and Tritium USA. However, he has an indirect interest in the related parties by virtue of his shareholding and control in Nextwave Communications Private Limited, the corporate promoter of the Company, which holds equity shares in the Company. Exicom Tele-Systems Limited currently holds approximately 90.29% of the paid-up equity share capital of Exicom B.V., which in turn holds 100% of the paid-up equity share capital of both the related parties.
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. The Audit Committee shall periodically review utilization of funds, business performance of the recipient entities, pricing methodology and continuing commercial rationale of the proposed transactions.
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 (ranging from 2% to 15%), depending on the respective local regulations on transfer pricing.
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?	

Note: Disclosures under B(2) to B(7) and C(1) to C(6) of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 are not applicable for the current transactions.

With respect to rate of interest /cost of borrowing in Table A1 & A2, 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.

In terms of Regulation 23(4) of the SEBI Listing Regulations, no related party (as defined under Regulation 2(1)(zb) of the SEBI Listing Regulations), including Members of the Promoter and Promoter Group, shall vote to approve these resolutions, irrespective of whether such entity is a party to the particular transaction or not.

Mr. Anant Nahata, Promoter, 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 shares in the Company. None of the other Directors or Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the proposed transaction.

The Board of Directors, in its meeting held on August 10, 2026, pursuant to the recommendation of the Audit Committee, approved the above proposed transactions, subject to the approval of the Members in the ensuing AGM. Accordingly, the Board recommends the Ordinary Resolutions as set out in Item Nos. 5 to 7 of the accompanying Notice for approval of the Members.

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

Sangeeta Karnatak
Company Secretary & Compliance Officer
Membership No. 25216

Place: Gurugram
Date: August 26, 2026

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

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

Annexure- A

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

<table>
<tr><th>Name of Director</th><th>Himanshu Baid</th></tr>
<tr><td>DIN</td><td>00014008</td></tr>
<tr><td>Date of Birth</td><td>08-06-1968</td></tr>
<tr><td>Nationality</td><td>Indian</td></tr>
<tr><td>Date of first appointment on the Board</td><td>11-11-2008</td></tr>
<tr><td>Qualification</td><td>Bachelor’s degree in Engineering (Electronics & Communication) from Karnatak University, Dharwad</td></tr>
<tr><td>Experience, Expertise & Brief Profile</td><td>Mr. Baid is the Managing Director of Poly Medicure Limited. In his role as Managing Director, he oversees Poly Medicure Limited’s global sales, operations and growth strategies. His vision is rooted in providing innovative, safe, and quality healthcare solutions at affordable costs, thereby contributing to a healthier world.

He has nearly 26 years of experience in the field of manufacturing, sales and marketing of medical devices.

He was honoured with the prestigious Ernst & Young Entrepreneur of the Year Award in the Healthcare & Life Sciences category for 2024. He holds key positions in various industry bodies, including serving as the Senior Vice President, NATHEALTH, Co-Chair, FICCI Medical Devices Committee, Patron Member - AHPI (Association of Healthcare Providers, India) and Life-time member of EPCMD (Export Promotion Council of Medical Devices).</td></tr>
<tr><td>Shareholding in the Company including shareholding as beneficial owner</td><td>Nil</td></tr>
<tr><td>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</td><td>None</td></tr>
<tr><td>Remuneration received from the Company in the FY 2025-26</td><td>During FY 2025-26, he received an aggregate amount of ₹ 10.08 lakhs, comprising sitting fees and commission.</td></tr>
<tr><td>Number of meetings of the Board held and attended during FY 2025-26</td><td>5/5</td></tr>
<tr><td>Directorships held in other Companies including Listed Entities</td><td>Aditya Infotech Limited
Plan1 Health India Private Limited
PHD Chamber of Commerce and Industry
Poly Medicure Limited
Polycure Martech Limited</td></tr>
<tr><td>Chairman/ Member of Committees of the Board of Listed Entities in which he is Director</td><td>
<table>
<tr><th>Name of Company</th><th>Chairmanship</th><th>Membership</th></tr>
<tr><td>Aditya Infotech Limited</td><td>Risk Management Committee</td><td>Nil</td></tr>
<tr><td>Exicom Tele-Systems Limited</td><td>Nil</td><td>1. Audit Committee
2. Nomination Remuneration and Compensation Committee</td></tr>
<tr><td>Poly Medicure Limited</td><td>Nil</td><td>1. Risk Management Committee
2. Stakeholders’ Relationship Committee</td></tr>
</table>
</td></tr>
<tr><td>Listed Entities from which the Director has resigned in the past three years.</td><td>Nil</td></tr>
</table>