

**Exicom Tele-Systems Limited**

Industrial Plot No. 2A, Sector-18,  
Gurgaon, Haryana - 122015, India  
Tel : 0124 - 3946100  
Fax : 0124 - 3946112  
Email : contact@exicom.in  
URL : www.exicomtelesystems.in

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**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the members of the Exicom Tele-Systems Limited will be held on Friday, the 11th day of June, 2021 at 4:00 P.M. at the Registered Office of the Company at 8, Electronics Complex, Chambaghat, Distt. Solan, Himachal Pradesh - 173213 to transact, the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the standalone audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2021 of the Company and the Reports of the Board of Directors and the Auditors of the Company thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To re-appoint Mr. Anant Nahata (DIN: 02216037) who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anant Nahata (holding DIN: 02216037), who retires by rotation at this meeting be and is hereby appointed as a Director (MD and CEO) of the Company.”

**SPECIAL BUSINESS:****3. APPROVAL OF REMUNERATION OF THE COST AUDITORS**

In this regard to consider and if though fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the cost auditors M/s SKG & Co., Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the Financial Year ending 31 March, 2022 be paid the remuneration of Rs. 110,000/- (Rupees One Lakh Ten Thousand Only) plus taxes as applicable & re-imbusement of out of pocket expenses.

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

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

A handwritten signature in blue ink, appearing to read 'Sangeeta', written over a horizontal line.

**Sangeeta Karnatak**  
**Company Secretary**  
**M. NO 25216**  
**A-84/1, SFS Flat, Saket, New**  
**Delhi-110017**

Place: New Delhi  
Date: 07.05.2021

**NOTES:**

1. **The members may vote in the meeting either in person or by proxies.**
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING THE PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy for any other person or shareholder.**

**The proxy form to be filed with company shall contain a revenue stamp of Rupee 1/- (One), duly signed both by the shareholders and proxy to be appointed and deposited with the Company as stated above. A proxy form is enclosed along with this notice.**

3. **Members should bring the enclosed attendance slip duly filled in for attending the meeting along with the notice.**
4. **All documents mentioned in the accompanying notice are open for inspection at the registered office of the Company between 11 A.M. to 2 P.M. on all working days except Saturday up to the date of this Annual General Meeting.**
5. **Route-map to the venue of the meeting is provided at the end of the notice.**
6. **Members are requested to update their e-mail address with the Company.**
7. **A member may request for delivery of any document through a particular mode and the fee for the same shall be determined by the Company in the Annual General Meeting.**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('the Act')**

**ITEM NO. 3:**

Pursuant to Section 148 of the Companies Act, 2013 read with the relevant rules thereunder, the Company is required to appoint a cost auditor to audit the cost records for the applicable products of the Company. On the recommendation of the Audit Committee at its meeting held on 07<sup>th</sup> May, 2021, the Board considered and approved the appointment of M/s SKG & Co., Cost Accountants (F. No. 000418) as the cost auditor for the FY 2021-22 at remuneration of Rs. 110,000/- (Rupees One Lakh Ten Thousand Only) plus taxes as applicable & re-imburement of out of pocket expenses.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for the approval of the shareholders.

None of the persons specified in Section 102 of the Companies Act, 2013, viz., the Directors, Manager, Key Managerial Personnel(s), if any, and their relatives are concerned or interested in the above resolution.

Your Board recommends passing of this resolution set out in Item No 3 of this Notice.

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



Sangeeta Karnatak  
Company Secretary  
(M.NO 25216)  
A 84/1 SFS Flat, Saket,  
New Delhi, 110017

Place: New Delhi  
Date: 07.05.2021

**ATTENDANCE SLIP**

The Folio No. and Name(s) of the Member(s) is / are to be furnished below in block letters

Folio No..... No. of Shares held .....

Client ID ..... DP ID .....

Full Name(s) of Member / Joint Members

1..... 2.....  
3..... 4.....

Full Name of the Proxy if attending the meeting.....

I hereby record my presence at the Extra Ordinary General Meeting of Exicom Tele-Systems Limited held on .....

.....

Signature of the Member / Joint Members / Proxy attending the Meeting

Please complete this attendance slip and hand it over at the entrance of the Meeting hall.

**Form No. MGT-11**

**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U64203HP1994PLC014541

Name of the Company: Exicom Tele-Systems Limited

Registered office: 8 Electronics Complex, Chambaghat, Distt. Solan, Himachal Pradesh – 173213

Name of the Member(s):
Registered address:

I/ We .....being the member of the Exicom Tele-Systems Limited holding.....shares, hereby appoint

1. Name:  
Address:  
E-mail Id:  
Signature: ....., or failing him

2. Name: .....  
Address:  
E-mail Id:  
Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of members of the Company, to be held on Friday, 11<sup>th</sup> June, 2021 and at any adjournment thereof in respect of such resolutions as are indicated below:

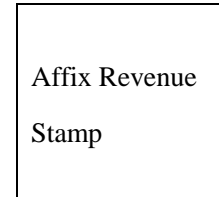
Resolution No.	Resolution	For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the standalone Financial Statements ended 31 <sup>st</sup> March, 2021 of the Company including the Audited Balance Sheet, the Statement of Profit and Loss and the cash flow statement for the year ended on that date and the Reports of the Board of Directors and the Auditors of the Company		
2.	To appoint Mr. Anant Nahata (Din:02216037) who retires from office by rotation, but being eligible, offers himself for re-election.		

<b>Special Business:</b>			
3.	To approve the remuneration of Cost Auditors for the financial year ending March 31, 2022		

Signed .....

Signature of Shareholder

Signature of Proxy holder(s)



**Note: (a) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**

**(a) Proxy need not be member of the company.**

Road Map of AGM Venue i.e. 8, Electronics Complex, Chambaghat,  
Solon-173 213, Himachal Pradesh

