



Exicom Tele-Systems Limited  
Plot No. 77A, Sector-18, IFECO Road,  
Gurgaon, Haryana - 122015, India  
Tel : 0124 - 6615209  
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Email : contact@exicom.in  
URL : www.exicomtelesystems.in

## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra Ordinary General Meeting of the members of the Exicom Tele-Systems Limited will be held at shorter notice on Tuesday, the 22<sup>nd</sup> day of September, 2020 at 3:00 P.M. at Plot 2A, Anath Road, Sector 18, Gurugram, Haryana-122015 to transact, the following business:

### **SPECIAL BUSINESS:**

#### **1. ISSUE AND OFFER OF 6% COMPULSORY CONVERTIBLE DEBENTURES ON A PRIVATE PLACEMENT BASIS**

**“RESOLVED THAT** in accordance with the provisions of Sections 42, 71, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be necessary, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot 704,225 (Seven Lakh Four Thousand Two Hundred and Twenty-Five) 6% compulsory convertible Debentures (“CCD”) of the Company having face value of Rs. 1065 (Rupees One Thousand and Sixty-Five Only) each, aggregating to Rs. 75,00,00,000/- (Rupees Seventy-Five Crore Only) for cash at par, on a private placement basis to NextWave Communications Private Limited through offer letter and/or such other documents in writings including manner and terms and conditions as may be determined by the Board in its absolute discretion, provided that each such CCD shall be converted into equity share of the face value of Rs. 10/- (Rupees Ten Only) and at a premium of Rs. 1055/- (Rupees One Thousand Fifty-Five Only) aggregating to Rs. 1065/- each of the Company (the “Equity Share”) based on the valuation report dated September 21, 2020 issued by Mr. Harpreet Singh, Registered Valuer having registration no. IBBI/RV/06/2019/12112, on the following terms and conditions:

- i. The CCD shall be un-secured;
- ii. The CCD shall have tenor of 8 years;
- iii. The CCD shall carry fixed coupon Rate of 6% per annum;
- iv. The CCD shall be converted into Equity Shares in the following manner: -  
*The holders of compulsory convertible Debentures shall have the right to convert all or part of the compulsory convertible Debentures held by it into Equity Shares at*

*any point of time commencing after the completion of 12 months from the date of allotment of CCD till expiry of 8 years from the date of allotment, at a conversion rate of 1:1 i.e. each CCD shall convert into 1 equity shares ("Conversion Ratio") by delivery of a prior written notice of atleast 15 days to the Company;*

- v. The number of Equity Shares that each CCD converts into and the price per Equity Share upon conversion of each CCD shall be appropriately adjusted for corporate actions such as bonus issue, right issue, stock, split, merger, demerger, transfer of undertaking or any such capital or corporate re-structuring;
- vi. The CCD by themselves do not give to the holder thereof any rights of a shareholder of the Company;
- vii. The new equity shares issued on conversion of CCD shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing issued and subscribed Equity Shares of the company

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board /committee(s) of the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot equity shares upon conversion of CCDs, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into contracts, arrangements, agreements, documents in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle any questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of CCDs and Equity Shares (upon conversion of CCDs) and utilization of proceeds of the CCDs, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the herein conferred by above resolutions to any Director or to any committee of Directors or to any of its executives/officer(s) of the Company or any other person as the Board at its discretion deem appropriate and to do all such acts, deeds, matters and things as also to execute any documents on behalf of the Company before any governmental authority(ies) and to appoint any professional advisers / consultants / lawyers, as may be necessary to give effect to the aforesaid resolution"

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**

(Authorized via board resolution dated 21.09.2020)

Place: New Delhi  
Date: 21.09.2020

**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. **Shorter notice consent**
5. **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.**
6. **Route-map to the venue of the meeting is provided at the end of the notice.**
7. **Members are requested to update their e-mail address with the Company.**
8. **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. 1:**

It has been proposed to raise funds by issue of Compulsory Convertible Debentures ("CCD") upto Rs. 75,00,00,000/- (Rupees Seventy-Five Crore Only) Compulsory Convertible Debentures of the Company having face value of Rs. 1065/- (Rupees One Thousand and Sixty-Five Only) to NexWave Communications Private Limited ("NextWave") and the proceeds of this issue shall be utilized for the business of the Company or the general corporate purposes.

The members are further informed that as per the provisions of Section 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, the issuance of CCD through private placement basis is required to be approved by the members of the Company, by way of a special Resolution.

The proposed issue of CCD was recommended by the Board of Directors (including committee of the Board of Directors) in their meeting held on September 21, 2020 to the shareholders for seeking their consent for issue, offer and allotment

Accordingly, the approval of the members is being sought, by way of a special Resolution under Sections 42, 62 and 71 of the Act read with the Rules made there under, for the issue of 704225 (Seven Lakh, Four Thousand, Two Hundred and Twenty-Five Only) 6% CCDs having face value of Rs. 1065/- (Rupees One Thousand and Sixty-Five Only aggregating to an amount of Rs. 75,00,00,000/- (Rupees Seventy-Five Crore Only).

In terms of Section 42 of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, the Company furnishes the following information in accordance with Companies (Share Capital and Debentures) Rules, 2014:

<b>Sr No.</b>	<b>Particulars under Rule</b>	<b>Material facts</b>
A.	Particulars of Offer	Issuing and allotting 704225 (Seven Lakh, Four Thousand, Two Hundred and Twenty- Five Only) Compulsory Convertible Debentures of the Company having face value of Rs. 1065/- (Rupees One Thousand and Sixty Five Only) on private Placement basis
B.	Date of Passing of Board Resolution	21 September, 2020
C.	Purpose and Object of the Offer	a) Funding capital requirements in any form b) Working capital requirement c) General corporate purposes d) Augmenting share capital and net worth

D.	Kind of Securities offered	6% Compulsory Convertible Debentures.
E.	Price at which Security is being offered	The Debentures are being offered at a face value of Rs. 1065/- per Debenture
F.	Basis for determining the price	The valuation report issued by Mr. Harpreet Singh, Registered Valuer (Registration number: IBBI/RV/06/2019/12112) dated September 21, 2020 as obtained by the Company.
G.	Amount which the Company intends to raise by way of such securities	Rs. 75 Crore
G	terms of issue, including terms and rate of dividend on each share, etc.	6% CCD with a lock-in period of one year from the date of allotment
H.	Principal terms of assets charged as securities	Nil
I.	Relevant date with reference to which the price has been arrived at	NA
J	The class or classes of persons to whom the allotment is to be made	Company
K	Intention of promoters/directors/KMP to subscribe to the offer	The holding company (promoter) intends to subscribe to the proposed offer.
L	Proposed time within which the allotment shall be completed	Within 60 days from the date of receipt of share application money
M.	Change in control if any, in the Company that would occur consequent to the preferential offer	No change in control of the Company would occur consequent to this private placement
N.	No. of persons to whom allotment on preferential basis have already been made during the year, in terms of securities as well as price	No allotment on preferential basis has been made during the year
o.	Pre-issue and post issue shareholding pattern of the company	outlined in a separate table below

**Pre and post shareholding pattern of the Company is as under:**

S No	Name of Shareholder	Pre-Shareholding Patters		*Post Shareholding	
		Number of share	% age	Number of share	% age
1.	NextWave Communications Private Limited	5031685	69.59	5735910	72.30
2.	HFCL Limited	630223	8.71	630223	7.94
3.	Vinsan Brothers Private Limited	1082692	14.97	1082692	13.65
4.	Satellite Finance Private Limited	377500	5.22	377500	4.757

5.	Mahendra Nahata	100	.0013	100	.0013
6.	Vinay Maloo	100	.0013	100	.0013
7.	Deepak Malhotra	100	.0013	100	.0013
8.	Mrs. Manjula Choudhary	100	.0013	100	.0013
9.	Baburaj E.	100	.0013	100	.0013
10.	Srinivasa Rao saripalli	43140	.5966	43140	.5438
11.	Prashanth Narayana	37190	.5143	37190	.4688
12.	Siva Janardhan Marrapu	27273	.3772	27273	.3438
	<b>Total</b>	<b>7230203</b>	<b>100.00</b>	<b>7934428</b>	<b>100.00</b>

*\*Post conversion of CCDS into equity shares. It is clarified that at the time of issue & allotment of CCDs there is no change in the post shareholding pattern.*

The issue of 6% CCD is in accordance with the provisions of the Articles of Association of the Company.

The members consent is sought to authorize the Board to issue CCD on private placement basis to the holding company in the manner set out in the resolution.

The Directors recommend the Resolution at Item No. 1 of the accompanying Notice, for the approval of the Members of the Company.

Except Sh. Anant Nahata who is a Director on the Board of Nextwave and holds 99% shares of Nextwave, none of the Directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution(s) proposed at Item No.1

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Your Board recommends passing of this resolution set out in Item No 1 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: 21.09.2020

**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.





Signed this ..... day of July, 2020

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.**



## ROADMAP TO EGM VENUE

