

Date: July 10, 2024

BSE Limited 1st Floor, New Trading Wing, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai - 400001 corp.relations@bseindia.com SCRIP Code- 544133	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, C - 1, Block G Bandra - Kurla Complex, Bandra (E) Mumbai - 400051 cmlist@nse.co.in Symbol-EXICOM
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Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations read with Para A of Part A of Schedule III, we hereby enclose the Notice of Postal Ballot (“**Notice**”) dated 10th July, 2024, dispatched electronically on 10th July, 2024, seeking approval of Members of the Company, by way of remote e-voting process, for following resolution(s):

- I. appointment of Mr. Manoj Kumar Kohli (DIN: 00162071) as an Independent Director of the Company
- II. appointment of Ms. Mahua Acharya (DIN: 03030535) as an Independent Director of the Company
- III. change in designation of Mr. Himanshu Baid (DIN: 00014008) as Non- Executive Non-Independent Director of the Company

In accordance with the General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 05, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, the Notice along with explanatory statement has been sent by electronic mode to those Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories and whose email addresses are registered with the Company / Depositories as on Monday, 8th July, 2024, (“**the Cut-Off Date**”). Physical copies of the Notice, Postal Ballot forms etc., is not being sent to the Members for this Postal Ballot. The assent or dissent on the above resolutions can be communicated by the Members through remote e-voting process (“**e-voting**”) only.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for providing remote e-voting facility to all its Members. The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. (IST) on Thursday, 11 th July, 2024
Conclusion of e-voting period	5.00 p.m. (IST) on Friday, 9 th August, 2024

The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-Off date.

The Members whose e-mail address is not registered with the Depositories may please follow the process as given in the 'Notes' to the Notice.

Calendar of Events for the postal ballot process is detailed below:

Sl. No.	Particulars	Schedule
1.	Cut-off Date	08.07.2024
2.	Date of Dispatch of Postal Ballot Notice	10.07.2024
3.	Newspaper advertisement informing dispatch of notice	11.07.2024
4.	Start time and date of e-voting	9:00 a.m. (IST) 11.07.2024
5.	Closure time and date of e-voting	5:00 p.m. (IST) 09.08.2024
6.	Submission of E-voting Result	On or before 13.08.2024

The Notice is also being uploaded on the Company's website at www.exicom.in, website 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 on the website of the e-voting agency i.e. NSDL at www.evoting.nsdl.com.

The results of remote e-voting will be declared on or before Tuesday, 13th August, 2024 and the same shall be intimated to BSE Limited and National Stock Exchange of India Limited and will also be displayed on the Company's website www.exicom.in.

Please take the above information on record.

Thanking You,

Yours faithfully,

For Exicom Tele-Systems Limited

Sangeeta Karnatak
Company Secretary & Compliance officer
Membership No. -A25216

Enclosed: As above



EXICOM TELE-SYSTEMS LIMITED

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

CIN: L64203HP1994PLC014541

Website: www.exicom.in; Email: investors@exicom.in; Tel.: 0124-6615200

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Exicom Tele-Systems Limited (“**the Company**”) by means of Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Sections 108 and 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules therewith, General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

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

The Board of Directors has appointed CS Mohd. Zafar, (Membership No. 9184), a Practicing Company Secretary, partner at M/s MZ & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed as scrutinizer and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

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

Members desiring to exercise their vote through the e-voting process are requested to read the instructions carefully indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the ‘Notes’ section of this Notice for casting of votes. The communication of the assent or dissent of the Members would only take place through the e-voting facility.

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

Commencement of e-voting period	9.00 a.m. (IST) on Thursday, 11th July, 2024
Conclusion of e-voting period	5.00 p.m. (IST) on Friday, 9th August, 2024
Cut-off date for eligibility to vote	Monday, 8th July, 2024

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

The Scrutinizer shall after the conclusion of voting, unblock the votes cast through e-voting and make a scrutinizer's report of the total votes cast in favor and against, if any, and submit his report to the Chairman or any other person authorized by the Board. The results of the e-voting by Postal Ballot along with the Scrutinizer's Report shall be forwarded to the **BSE Limited** ("BSE") and **National Stock Exchange of India Limited** ("NSE") (collectively referred to as "**Stock Exchanges**"), on or before **13th August, 2024**, where the equity shares of the Company are listed. The results of the Postal Ballot will be hosted on the Company's website at www.exicom.in and the website of NSDL at www.evoting.nsdl.com.

SPECIAL BUSINESS

1. To consider and approve the appointment of Mr. Manoj Kumar Kohli (DIN: 00162071) as an Independent Director of the Company

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and pursuant to Regulations 16(1)(b), 25(2A) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations”**) and the Articles of Association of the Company and on the recommendation of the Nomination Remuneration and Compensation Committee and the Board of Directors, Mr. Manoj Kumar Kohli (DIN: 00162071), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 28th May, 2024, in terms of the provisions of Section 161(1) of the Act and Articles of Association of the Company and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years i.e. from 28th May, 2024 to 27th May, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers to officer(s)/authorized representative(s) of the Company to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. To consider and approve the appointment of Ms. Mahua Acharya (DIN: 03030535) as an Independent Director of the Company

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and pursuant to Regulations 16(1)(b), 25(2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations”**) and the Articles of Association of the Company and on the recommendation of the Nomination Remuneration and Compensation Committee and the Board of Directors, Ms. Mahua Acharya (DIN: 03030535), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 28th May, 2024, in terms of Section 161(1) of the Act and Articles of Association of the Company and who has submitted a declaration that she meets the criteria of independence as prescribed under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years i.e. from 28th May, 2024 to 27th May, 2029(both days inclusive).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers to officer(s)/authorized representative(s) of the Company to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. To consider and approve change in designation of Mr. Himanshu Baid (DIN: 00014008) as Non- Executive Non- Independent Director of the Company

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

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, as amended (“**Listing Regulations**”) and in accordance with the relevant clause of the Articles of Association of the Company and on recommendation of the Nomination Remuneration and Compensation Committee and the Board of Directors, approval of the Members be and is hereby accorded to change the designation of Mr. Himanshu Baid (DIN: 00014008) from “Non-Executive Independent Director” to “Non-Executive Non-Independent Director”, liable to retire by rotation, with effect from 30th June, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers to officer(s)/authorized representative(s) of the Company to do all acts and take 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**

**Place: Gurugram
Date: 10th July, 2024**

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

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

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

NOTES:

1. The explanatory statement pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act read with the Rules framed thereunder along with the details in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 ('SS-2') issued by the Institute of Company Secretaries of India, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice ("**Notice**") and additional information as required under the Listing Regulations is appended hereto and forms part of this Notice.
2. In compliance with the applicable regulatory requirements and MCA circulars, this Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/Register of Beneficial Owners maintained by National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (collectively referred to as "**Depositories**") as on **Monday, 8th July, 2024** ("**Cut-off Date**") and whose e-mail address is registered with the Company /Company's Registrar and Transfer Agent/Depositories, as on date. Accordingly, the physical copy of the Notice along with the Postal Ballot form and the pre-paid business reply envelope are not being sent to the Members. The communication of assent or dissent of the Members would only take place through the e-Voting facility being offered by the Company instead of physical Postal Ballot forms.
3. A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically.
4. The Members of the Company whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on Monday, 8th July, 2024 (including those Members who may not have received this Notice due to non-registration of the email address with the Company/Company's Registrar and Transfer Agent/Depositories), shall be entitled to vote by remote e-voting on the proposed Resolution specified in this Notice.
5. Members who have not registered/updated their email IDs so far are requested to register/update the same to get all notices, communications, etc. from the Company, electronically, by contacting their respective Depository Participant(s). In case of any queries, Members may write to evoting@nsdl.com and investors@exicom.in.

6. The manner of e-voting by Members who have not registered their email address, is explained in the instructions given in point no. 14 below.
7. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. Friday, 9th August, 2024. Members desirous of inspecting the documents referred to in this Notice or Explanatory Statement may send their requests at investors@exicom.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during e-voting period mentioned herein below in this Notice.
8. In compliance with Section 108 and Section 110 of the Act and the Rules made thereunder, the Company has appointed **NSDL** to provide the e-voting facility to the Members to exercise their votes electronically. The instructions for remote e-voting are provided as a part of this Notice which the Members are requested to read carefully before casting their vote.
9. The e-voting period commences at 9:00 a.m (IST) on Thursday, 11th July, 2024 and ends at 5:00 p.m (IST) on Friday, 9th August, 2024. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of aforesaid period.
10. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
11. Subject to the provisions of the Articles of Association of the Company, voting rights of the Members/beneficial owners shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off Date. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been **passed on the last date specified for e-voting, i.e. Friday, 9th August, 2024.** Further, resolution passed by the Members through Postal Ballot are deemed to have been passed as if they are passed at a general meeting of the Members.
13. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Board in this regard. The results of Postal Ballot shall be declared within two working days from conclusion of the remote e-voting through Postal Ballot i.e. **on or before 13th August, 2024.** The results of the Postal Ballot along with the Scrutinizer's report will be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively referred to as "**Stock Exchanges**") where the equity shares of the

Company are listed and will also be displayed at the Notice Board of the Registered Office of the Company. The results declared, along with the Scrutinizer's Report will also be hosted on the Company's website at www.exicom.in and on the website of NSDL at www.evoting.nsdl.com.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. 2. You will be prompted to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 3. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period.

Users not registered for NSDL IDeAS facility:

Option to register is available at <https://eservices.nSDL.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>.

e-Voting website of NSDL:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section.
2. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page.
3. Click on Company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period.

4. e-Voting mobile application of NSDL

Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

<p><u>How to Log-in to NSDL e-Voting website?</u></p> <ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile device.
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2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

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

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

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

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

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

Cast your vote electronically on NSDL e-Voting system:

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle are active.

2. Select “EVEN” of Exicom Tele-Systems Limited.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cszafar@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e- Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the ‘Frequently Asked Questions’ (‘FAQs’) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com . In case of any grievances connected with facility for e-Voting, please contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

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

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

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act , 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Additional Information as required under the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Circulars issued thereunder.

Item No.1 & 2

The Management believes that Board should consist of adequate mix of Directors from varied backgrounds for bringing Board diversity and ensuring that the discussions are broad based with multiple perspectives. The Management further recognizes the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining competitive advantage and therefore proposed to induct new directors on the Board.

In view of above, the Nomination Remuneration and Compensation Committee, after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the applicable provisions of the Companies Act, 2013, recommended the appointment of Mr. Manoj Kumar Kohli (DIN:00162071) and Ms. Mahua Acharya (DIN: 03030535) as Independent Directors of the Company.

On recommendation of the Nomination Remuneration and Compensation Committee, the Board of Directors (“Board”) vide its resolution dated 28th May, 2024, appointed Mr. Manoj Kumar Kohli (DIN: 00162071) and Ms. Mahua Acharya (DIN: 03030535) as Additional Directors in the capacity of Non-Executive Independent Directors of the Company, not liable to retire by rotation, to hold the office for a term of five consecutive years i.e. from 28th May, 2024 to 27th May, 2029 (both days inclusive), subject to approval of the Members by way of special resolution, in terms of the applicable provisions of the Companies Act, 2013 (“the Act”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”).

The Company has received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Manoj Kumar Kohli and Ms. Mahua Acharya for the office of Independent Directors of the Company.

The Company has also received from Mr. Manoj Kumar Kohli and Ms. Mahua Acharya, respectively (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8, pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified from being appointed as Director in terms of Section 164 of the Act; (iii) a declaration to the effect that they meet the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and (iv) confirmation that they would be able to devote time required to discharge their roles, duties and responsibilities as Independent Directors of the Company.

Further, in terms of Regulation 25(8) of the Listing Regulations, Mr. Manoj Kumar Kohli and Ms. Mahua Acharya have confirmed that they are not aware of any circumstances or situation which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties as Independent Directors of the Company without any external influence. They have also confirmed that they are not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority and are in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended with respect to their registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Manoj Kumar Kohli and Ms. Mahua Acharya fulfil the conditions for appointment as Independent Directors of the Company, as specified in the Act and the Listing Regulations. Mr. Manoj Kumar Kohli and Ms. Mahua Acharya are independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. Mr. Manoj Kumar Kohli, holds a Bachelors' degree in Commerce from Shri Ram College of Commerce, Bachelor of Laws from Faculty of Law and MBA in Finance and Marketing from Faculty of Management Studies, University of Delhi and Ms. Mahua Acharya holds Masters' Degree from Yale University, USA and has more than two decades of experience in climate finance, renewable energy and carbon markets, electricity and the power sector in India, electric mobility and sustainability. In view of the aforesaid, appointment of Mr. Manoj Kumar Kohli and Ms. Mahua Acharya as Independent Directors will be beneficial and in the interest of the Company.

Details of Mr. Manoj Kumar Kohli and Ms. Mahua Acharya, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "**Annexure 1**" to this Postal Ballot Notice. They shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board and profit related commission as approved/may be approved by the shareholders from time to time and within the limits stipulated under Section 197 of the Act.

Further, brief profiles of Mr. Manoj Kumar Kohli and Ms. Mahua Acharya is enclosed as '**Annexure-2**' to this Postal Ballot Notice.

In accordance with the provisions of Section 149 read with Schedule IV and other applicable provisions of the Act, the appointment of Mr. Manoj Kumar Kohli and Ms. Mahua Acharya as Independent Directors requires approval of Members of the Company.

Further, in terms of Regulation 25 (2A) of the Listing Regulations, appointment of Independent Directors requires approval of Members of the Company by passing a special resolution. In terms of Regulation 17(1C) of the Listing Regulations, the approval of shareholders for appointment or

re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier and in view of the same, the approval of Members for the appointment of Mr. Manoj Kumar Kohli and Ms. Mahua Acharya is being sought through Postal Ballot.

Copy of the letter of appointment issued to Mr. Manoj Kumar Kohli and Ms. Mahua Acharya respectively, setting out terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send email to investors@exicom.in.

Except Mr. Manoj Kumar Kohli and Ms. Mahua Acharya, being the appointees and their relative(s), none of the Directors, Key Managerial Personnel(s) (KMPs) of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 and 2.

The Board recommends the passing of Special Resolution(s) as set out at Item No. 1 & 2 of this Postal Ballot Notice for approval by the Members.

Item No. 3

Mr. Himanshu Baid (DIN: 00014008) has been serving on the Board of the Company since November 2008. During the tenure of his directorship, Mr. Baid was designated as Independent Director of the Company in the year 2014 and he has completed his two consecutive term of five years each as Independent Director on 29th June, 2024. During his Independent directorship, he has benefitted the Company with his rich experience, vast knowledge, competencies and expertise in the areas of investments and business acumen in different regions across the globe.

Keeping in view the above factors, the rich and vast experience of Mr. Baid and on the recommendation of Nomination Remuneration and Compensation Committee, the Board of Directors in their meeting held on 28th May, 2024 had approved the change in designation of Mr. Himanshu Baid from 'Non-Executive Independent Director' to 'Non- Executive Non-Independent Director' of the Company with effect from 30th June, 2024 post completion of his tenure as an Independent Director on 29th June, 2024 (at the end of the day), subject to the approval of the Members.

Mr. Himanshu Baid is also the Chairman of the Board of Directors of the Company.

The Company has also received from Mr. Himanshu Baid (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8, pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Himanshu Baid holds Bachelor's degree in Engineering (Electronics & Communication). He is the Managing Director of Poly Medicare Limited and holds key positions in various industry bodies, notably as the Chairman of CII Medical Technology Division and a Governing Council Member of NATHEALTH.

Details of Mr. Himanshu Baid, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, is provided in the "**Annexure 1**" to this Postal Ballot Notice. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board and profit related commission as approved/may be approved by the shareholders from time to time and within the limits stipulated under Section 197 of the Act.

Further, the brief profile of Mr. Himanshu Baid is enclosed as "**Annexure-2**" to this Postal Ballot Notice.

In terms of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), the approval of shareholders for appointment or re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier and in view of the same, the approval of Members for the above matter is being sought through Postal Ballot.

Copy of the letter of appointment issued to Mr. Himanshu Baid, setting out terms and conditions of appointment as Non-Executive Non-Independent Director is available for inspection by the Members electronically. Members seeking to inspect the same can send email to investors@exicom.in.

Except Mr. Himanshu Baid, being the appointee and his relative(s), none of the Directors, Key Managerial Personnel(s) (KMPs) of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends passing of Ordinary Resolution as set out at Item No. 3 of this Postal Ballot Notice for approval by the Members.

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

**Place: Gurugram
Date: 10th July, 2024**

**Sd/-
Sangeeta Karnatak
Company Secretary & Compliance Officer
Membership No. 25216**

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

(ANNEXURE 1 TO THE POSTAL BALLOT NOTICE)

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT /REAPPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2

Name of Director	Mr. Manoj Kumar Kohli	Ms. Mahua Acharya	Mr. Himanshu Baid
DIN	00162071	03030535	00014008
Date of Birth	03.12.1958	30.04.1977	08.06.1968
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	28 .05.2024	28.05.2024	11.11.2008
Qualification	<p>Bachelors' degree in Commerce from Shri Ram College of Commerce, Bachelor of Laws from Faculty of Law and MBA in Finance and Marketing from Faculty of Management Studies, University of Delhi.</p> <p>Mr. Kohli also received a diploma in training and development from the Indian Society for Training and Development and a post graduate diploma in personnel management from the YMCA Institute of Management Studies, New Delhi.</p> <p>Mr. Kohli also attended the "Executive Business Program" at the Michigan Business School and the "Advanced Management Program" at the Wharton Business School.</p>	<p>Masters' Degree from Yale University, USA</p>	<p>Bachelor's degree in Engineering (Electronics & Communication) from Karnatak University, Dharwad</p>

Experience, Expertise & Brief Profile	Brief Profile is enclosed As Annexure- 2	Brief Profile is enclosed as Annexure- 2	Brief Profile is enclosed as Annexure- 2
Shareholding in the Company including shareholding as beneficial owner (No. of shares)	49295	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
Remuneration received from the Company in the FY 2023-24	NIL	NIL	No other remuneration except sitting fees of Rs.10.50 lakhs and commission of Rs. 7.00 lakhs has been paid during FY 2023-24.
Number of meetings of the Board held and attended during the FY 2023-24	Appointed on Board w.e.f 28.05.2024. Hence this is not applicable	Appointed on Board w.e.f 28.05.2024. Hence this is not applicable	7/7
Directorships held in other Companies including Listed Entities	<ol style="list-style-type: none"> 1. Ola Electric Technologies Private Limited 2. Unicommerce Esolutions Limited 3. Wework India Management Private Limited 4. Ola Electric Mobility Limited 5. Sunsure Energy Private Limited 6. B9 Beverages Limited 	<ol style="list-style-type: none"> 1. International Energy Transition Platform Private Limited 2. Gabriel India Limited 	<ol style="list-style-type: none"> 1. Poly Medicare Limited 2. Plan1 Health India Private Limited 3. Polycure Martech Limited 4. PHD Chamber of Commerce And Industry

	7. SEW Private Limited 8. Triveni Engineering and Industries Limited 9. Inbrew Beverages Private Limited 10. Carnation Acreage Private Limited 11. Elara Capital (India) Private Limited		
Chairman/Member of Committee of the Board of listed entities in which they are director	Nil	Name of Company- Gabriel India Limited Membership – 1. Audit Committee 2. Risk Management Committee Chairmanship- NIL	Name of Company- Poly Medicare Limited Membership- 1. Risk Management Committee 2. Stakeholders Relationship Committee Chairmanship- NIL
Listed Entities from which they have resigned as Director in past 3 years	AXIS Bank Limited	NA	NA

(ANNEXURE 2 TO THE POSTAL BALLOT NOTICE)

BRIEF PROFILE OF DIRECTORS

Mr. Manoj Kumar Kohli	Ms. Mahua Acharya	Mr. Himanshu Baid
<p>Mr. Kohli has experience in addressing the government, regulatory and public policy issues which helps companies to achieve their full business potential.</p> <p>Mr. Kohli was previously associated with SoftBank Group International as Country Head and supported over 20 portfolio companies of SoftBank Group and SoftBank Vision Fund such as OLA, OYO, Paytm, Lenskart, Grofers, Snapdeal, WeWork, Delhivery, InMobi, Firstcry, Uber, Swiggy, Unacademy etc. in India.</p> <p>Mr. Kohli was also associated with Bharti Enterprises Limited as the Managing Director. Mr. Kohli's key contribution was building Airtel as No. 3 telco in the world from 2 million customers to over 400 million customers.</p> <p>Mr. Kohli led Bharti Airtel's India operations for 10 years before moving to International responsibility for 20 countries and was also responsible for leading the Africa operations which was acquired in June 2010. Mr.</p>	<p>Ms. Acharya is one of the early pioneers of the carbon market – having been at the World Bank in Washington DC in its early days of the carbon markets and the carbon funds business.</p> <p>Ms. Acharya has served as MD and CEO, Convergence Energy Services Ltd., Government of India, a Company she created and quickly made into a dedicated electric mobility entity in India whose most visible impact is electric buses on Indian roads. She has held various roles such as Assistant Director General, Global Green Growth Institute; MD & CEO, Cquest Capital India; Deal manager with World Bank, Washington DC; as Project Manager, World Business Council for Sustainable Development, Geneva and member of board of South Pole Asset Management, Zurich.</p> <p>Her Current roles includes Independent Directorship in Gabriel India Ltd of Anand Group, Chairperson of the Board of 'Emergent Forest Finance Accelerator', USA and directorship in foreign</p>	<p>Mr. Baid is the Managing Director of Poly Medicare Limited. In his role as Managing Director, Mr. Baid oversees Polymed's global sales, operations and growth strategies. Mr. Baid's vision is rooted in providing innovative, safe, and quality healthcare solutions at affordable costs, thereby contributing to a healthier world.</p> <p>Mr. Baid has nearly 26 years of experience in the field of manufacturing, sales and marketing of medical devices.</p> <p>Mr. Baid holds key positions in various industry bodies, notably as the Chairman of CII Medical Technology Division and a Governing Council Member of NATHEALTH.</p>

<p>Kohli also led formation of world's largest tower Company (Indus and Infratel) for achieving major infrastructure synergies for the industry.</p> <p>Mr. Kohli was the Chairman of the Industry Association, COAI.</p> <p>Mr. Kohli has received an award in the telecom category in the NDTV Business Leadership Awards 2009.</p>	<p>Company(s) named as 'Three Wheels United', USA.</p> <p>Ms. Acharya is also a member of the Expert Committee on Carbon Markets, IFSCA, Government of India.</p> <p>Ms. Acharya is co-founder faculty of an executive Education program on Sustainable Finance at the Indian Institute of Management, Ahmedabad.</p> <p>Ms. Acharya has won five awards in 2021 and seven awards in 2022 for her work.</p>	
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Information at glance:

Particulars	Notes
Cut-off date to determine eligible members to vote on the resolutions	8th July, 2024
Voting start time and date	9.00 a.m. (IST) on Thursday, 11th July, 2024
Voting end time and date	5.00 p.m. (IST) on Friday, 9th August, 2024
Date on which the resolution is deemed to be Passed	Friday, 9th August, 2024
Name, address and contact details of Registrar and Share Transfer Agent	Mr. Ashok Sherugar AVP – Technology Group Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400083 Contact number: 022 49186000 ashok.sherugar@linkintime.co.in
Name, address and contact details of e-voting service provider	Ms. Pallavi Mhatre Senior Manager, National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India Contact details: evoting@nsdl.com ; Contact number- 022 - 4886 7000 and 022 - 2499 7000
NSDL e-voting website address	https://www.evoting.nsdl.com/