

Date: September 7, 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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RE: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Subject: Submission of Voting Results of Postal Ballot through e-voting process along with the Scrutinizer’s Report

Dear Sir/Madam,

This is further to our earlier announcement dated August 7, 2024 enclosing Postal Ballot Notice along with explanatory statement (“Notice”) dated August 7, 2024, issued to the Members of Exicom Tele-Systems Limited (the “Company”), seeking their approval for **‘Enhancement of the existing limit under Section 186 of the Companies Act, 2013’**, through Special Resolution.

In accordance with the provisions of Section 110 of the Companies Act, 2013 read with the rules made thereunder and various circulars issued by Ministry of Corporate Affairs, the Company conducted postal ballot by providing remote e-Voting facility to the Members. The e-Voting period as specified in the Notice concluded on Friday, September 6, 2024 at 5:00 p.m. (IST), post which the Scrutinizer has submitted the Report on the voting results of the Postal Ballot.

Based on the Scrutinizer’s Report, we are pleased to inform you that the Members have duly passed the resolution contained in the Notice, with requisite majority.

Accordingly, we are enclosing herewith the following:

- i. Voting Results of the said Postal Ballot through remote e-Voting, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Annexure A**.

- ii. The Scrutinizer's Report dated September 7, 2024 pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure B**.

The aforesaid Voting Results and the Scrutinizer's Report are also made available on the website of the Company at www.exicom.in and on website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com as well as on the Notice Board at the Registered Office of the Company.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For Exicom Tele-Systems Limited

Sangeeta Karnatak
Company Secretary & Compliance Officer
Membership No. 25216

Enclosed: As stated

Annexure-A

VOTING RESULTS	
Record date	05-08-2024
Total number of shareholders on record date	111107
Number of shareholders present in the meeting either in person or through proxy	
a) Promoter and promoter group	Not Applicable
b) Public	
Number of shareholders attended the meeting through video conferencing	
a) Promoter and promoter group	Not Applicable
b) Public	
Number of resolutions passed in meeting	1
Disclosure of notes on voting results	

Resolution Details(1)								
Resolution Required: (Ordinary/Special)					Special			
Description of Resolution considered					Enhancement of the existing limit under section 186 of the Companies Act, 2013			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	84058008	84058008	100	84058008	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		84058008	84058008	100	84058008	0	100
Public Institutions	E-voting	10501589	9416553	89.6678874	7495015	1921538	79.59404041	20.40595959
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10501589	9416553	89.6678874	7495015	1921538	79.59404041
Public Non-Institutions	E-voting	26264904	612624	2.332481398	608890	3734	99.39049074	0.609509259
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26264904	612624	2.332481398	608890	3734	99.39049074
Total		120824501	94087185	77.87094854	92161913	1925272	97.95373621	2.046263792
Whether resolution is Pass or Not								Yes

ANNEXURE- B

SCRUTINIZER REPORT

POSTAL BALLOT THROUGH REMOTE E-VOTING OF EXICOM TELE- SYSTEMS LIMITED

07th September, 2024

**The Chairman,
Exicom Tele-Systems Limited
8 Electronics Complex, Chambaghat
Distt Solan, Himachal Pradesh,
India, 173213**

Subject: Scrutinizer's Report on Postal Ballot Remote E-Voting process conducted pursuant to the provisions of Section 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 as amended from time to time.

Dear Sir,

We, MZ & Associates, Firm of Company Secretaries, Gurugram had been appointed as Scrutinizer by the Board of Directors of Exicom Tele-Systems Limited ("the Company") for the purpose of scrutinizing the Postal Ballot voting conducted by way of e-voting process ("e-voting") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated August 07, 2024 ("Notice") issued pursuant to Section 110 read with Section 108 and other applicable provisions, If any, of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (MCA) vide its General circular No. 14/2020 dated April 08, 2020; 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 in relation to extension of the framework provided in the aforesaid circulars upto September 30, 2023 (hereinafter collectively referred to as "Circulars"), (collectively referred to as "Applicable Circulars") allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means (e-voting) only.

The Board of Directors of Exicom Tele-Systems Limited('the Company') have vide their resolution passed on August 05, 2024 decided to conduct the process of voting through Postal Ballot as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time on the Special Resolution as set out in the Notice dated August 07, 2024 for obtaining the approval of members of the Company in respect of the following resolution:

MZ & ASSOCIATES, Company Secretaries

Peer Review Firm: P2014DE040000-757/2020-757/2020, Address: I Floor, AIHP Palms, Plot No. 242-243,
Udyog Vihar, Phase IV, Gurugram, Haryana - 122015, Telephone No: - +911244140022, 4222969,
Website: www.mycompliances.com, Email: associates.mza@gmail.com



Reference to the Companies Act, 2013/LODR Regulations	Type and Description of the resolution
Section 186 of the Companies Act, 2013 and Rules made thereunder	<p>Special Resolution:</p> <p>ENHANCEMENT OF THE EXISTING LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013</p> <p>"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to exercise its powers to:</p> <p>(a) give any loan(s) to any person or other body corporate; and/or</p> <p>(b) give any guarantee(s) or provide security(ies) (including in the nature of indemnity(ies)) in connection with a loan to any other body corporate or person: and/or</p> <p>(c) make investment (by way of subscription, purchase or otherwise) in the securities of any other body corporate including in Equity Shares. Preference Share(s). Debenture(s). Debenture Stock(s). Inter Corporate Deposits (excluding bank deposits) of Body Corporate(s). Securitized Debt Instruments viz. Pass through Certificates (PTC) etc., Government Securities, unit(s) of schemes of Alternative Investment Funds, units of schemes of Mutual Funds and other Securities as defined under Securities Contracts (Regulation) Act. 1956; in one or more tranches, from time to time, up to the maximum amount of Rs. 1500 crores (Rupees One Thousand and Five Hundred Crores only), notwithstanding that the investments/acquisitions, loans, guarantees, securities, indemnities to be provided along with Company's existing loans or guarantee/security/ indemnity or investments/ acquisitions may exceed sixty percent of the Company's paid-up shares capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.</p> <p>RESOLVED FURTHER THAT the Board or any Committee thereof, be and are hereby authorized to take from time to time all decisions and steps in respect of the matters as stated under Para (a) to (c) above including the timing, amount and other terms and conditions of such matters and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company in pursuance of such loans. guarantees and investments/ acquisitions."</p>

MZ & ASSOCIATES, Company Secretaries

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The Company had provided the facility of voting through electronic means as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of the Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and Rules relating to voting through Postal Ballot and electronic means on the Special Resolution contained in the notice of Postal Ballot. Our responsibility as a Scrutinizer for the postal ballot voting process and remote e-Voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and provide a Scrutinizers Report of the Votes cast "in favor" or "against" the resolution stated above, based on the reports generated from the remote e-Voting system provided by the National Securities Depository Limited ("NSDL"), the authorized agency to provide e-Voting facilities, engaged by the Company.

The Postal Ballot Notice dated August 07, 2024 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 was to 1,08,767 Shareholders as on the cut-off date of August 05, 2024, who's Email ID was made available by the depositories / RTA through permitted mode & E-mails.

The members of the Company holding the shares as on August 05, 2024 ("cut-off date") were entitled to vote on the Special Resolution proposed as set out in the Postal Ballot Notice.

In this regard, we submit our report as under:

1. The Company has provided facility of casting vote by mode of postal ballot process to the members through electronic means.
2. The Company had followed the process as required under Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time in respect of providing voting through remote electronic means.
3. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published on Thursday, the August 08, 2024 in Business Standard, Chandigarh Edition (English Newspaper) and Hind Janpath, Solan (Hindi Newspaper). The Notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h).
4. The Postal Ballot forms were kept in my safe custody. ***N.A as there was no physical ballot received by the company as the communication of the assent or dissent of the members took place through the remote e-voting system only***
5. The remote e-Voting period remained open from Thursday, August 08, 2024 (9.00 A.M. IST) and ended on Friday, September 06, 2024 (5.00 P.M. IST).
6. At the end of e-Voting period, we have unblocked the electronic votes in the presence of two witnesses who are not in employment of the Company.
7. The details containing the list of shareholders who voted "FOR" or "AGAINST" the resolution put to vote were downloaded from the e-Voting website of NSDL i.e. <https://www.evoting.nsdl.com/>

MZ & ASSOCIATES, *Company Secretaries*

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8. We have scrutinized the votes cast through electronic means for the purpose of this report.
9. The particulars of all the electronic votes cast by the members through remote e-Voting process have been recorded in a register separately maintained for the purpose.
10. We did not find any defaced or mutilated ballot paper(s). *N.A as there were no physical ballots received by the company as the communication of the assent or dissent of the members took place through the remote e-voting system only.*
11. The shareholders exercised their voting either by e-Voting or ballot paper. There were **NIL** shareholders who opted for both the facilities and the votes cast through e-voting have been considered as valid.
12. A Summary of the postal ballot process (including Remote e-Voting) is as under:

Item No 1.

Special Resolution: **Enhancement of the Existing Limit under section 186 of the Companies Act, 2013**

(a) Consolidated details of the Postal Ballot:

Sr. No.	Particulars	No. of members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	535	9,40,87,185	100
2	Less: Invalid Votes cast	-	-	-
3	Total Valid Votes Cast	535	9,40,87,185	100
4	Valid Votes "in favor" of the resolution	502	9,21,61,913	97.95
5	Valid Votes "against" the resolution	33	19,25,272	2.05

(b) Break up of Remote e-Voting process:

i. Votes in favor of the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	NA	NA	NA
Voting through Electronic means (E-Voting)	502	9,21,61,913	97.95
Total	502	9,21,61,913	97.95

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ii. Votes against the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	NA	NA	NA
Voting through Electronic means (Remote E-Voting)	33	19,25,272	2.05
Total	33	19,25,272	2.05

iii. Invalid votes

Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting through physical postal Ballot	NA	NA
Voting through Electronic means (Remote E-Voting)	NIL	NIL
Total	NIL	NIL

RECOMMENDATION: The Resolution should be considered passed as a Special Resolution having secured the requisite majority of votes and, therefore be Accepted. You may accordingly declare the Result of the voting by Postal Ballot including Remote e-Voting.

Thanking you
Yours faithfully,

For MZ & Associates
Company Secretaries


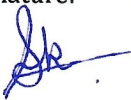

CS Mohd Zafar
Partner
Company Secretary

Membership No.: FCS 9184
CP No.: 13875
UDIN: F009184F001169497

Place: Gurugram

Date: 07th September, 2024

We the undersigned witness that the votes were unblocked from the e-Voting website of National Securities Depository Limited ("NSDL")- <https://www.evoting.nsdl.com/> in our presence at 05:20 p.m. (IST) on September 06, 2024 at the office of the Scrutinizer

Signature:  Ms. Sana Haseeb	Signature:  Ms. Sarabdeep Kaur
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