



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

Notice is hereby given that an Extra Ordinary General Meeting of the members of Exicom Tele-Systems Limited will be held at shorter notice on Wednesday, 27<sup>th</sup> September 2023 at 03:00 P.M. at Plot No. 38, Sector-32, Gurugram-122 001 to transact, the following business (es) and, if thought fit, to pass, with or without modification(s), the following resolution(s):

### **SPECIAL BUSINESS (ES):**

- I. To approve revision in terms of appointment of Mr. Anant Nahata (DIN: 02216037), the Managing Director & Chief Executive Officer of the Company-***Special Resolution***

**“RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in partial modification of the earlier resolution dated 7<sup>th</sup> July 2023 passed in the 29<sup>th</sup> Annual General Meeting of the Company, Mr. Anant Nahata (DIN: 02216037), the Managing Director and Chief Executive Officer of the Company, shall not be liable to retire by rotation with immediate effect.

**RESOLVED FURTHER THAT** save and except as aforesaid, all other terms and conditions of the appointment of Mr. Anant Nahata (DIN:02216037) approved in the 29<sup>th</sup> Annual General Meeting of the Company dated 7<sup>th</sup> July 2023 shall remain unchanged and shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution.”

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

**SD/-**

**Sangeeta  
Karnatak  
Company  
Secretary M.  
NO. A25216**

Place: Gurugram  
Date: 27.09.2023

**NOTES:**

1. The members may vote in the meeting either in person or by proxies.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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 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. Shorter notice consent in terms of the provisions of the Companies Act, 2013 is being obtained.
4. Members should bring the enclosed attendance slip duly filled in for attending the meeting along with the notice.
5. Route map to the venue of the meeting is provided at the end of the notice.
6. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board/Governing Body resolution together with their respective specimen signatures authorizing such representative to attend and vote at the Extra Ordinary General Meeting.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the Extra-Ordinary General Meeting is annexed.

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

**ITEM NO. 1:**

The members of the Company are hereby informed that since the Articles of Association of the Company does not prescribe the office of Managing Director of the Company be liable to retire by rotation and also considering the fact that Mr. Anant Nahata (DIN: 02216037) has been appointed as managing director and chief executive officer of the Company for a period of 5 (five) years, therefore it is considered more appropriate that the office of director Mr. Anant Nahata be made non-rotational. It is pertinent to mention here that the members of the Company had passed a special resolution in the 29<sup>th</sup> Annual General Meeting (AGM) of the Company pursuant to which the office of director of Mr. Anant Nahata is liable to retire by rotation.

In this regard, the Nomination and Remuneration Committee of the Company has recommended the aforesaid change in terms of appointment of Mr. Anant Nahata in its meeting held on 27<sup>th</sup> September 2023 which was also approved by the Board of Directors of the Company in its meeting held on 27<sup>th</sup> September 2023.

It is hereby further informed that all other terms and conditions of appointment of Mr. Anant Nahata as managing director and chief executive officer shall remain unchanged and shall continue to remain in force and effect.

All documents mentioned in the accompanying notice are open for inspection at the registered office of the Company copies thereof shall also be made available for inspection at the Corporate Office of the Company, if any, if such office is situated elsewhere, and also at the Meeting between 11 A.M. to 5:30 P.M. on all working days except Saturday up to the date of this Extra Ordinary General Meeting.

Therefore, the Board recommends the Resolutions set out in Item No. 1 as a Special Resolution for your approval.

Other than Mr. Anant Nahata and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

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

**Sangeeta  
Karnatak  
Company  
Secretary M.  
NO. A25216**

Place: Gurugram  
Date: 27.09.2023

### 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 Wednesday, 27 September 2023 at 03:00 P.M. at Plot No. 38, Sector-32, Gurugram-122 001.

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

*Note: 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:

E-mail Id:

Folio No/ Clint Id:

DP ID:

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 Wednesday, 27<sup>th</sup> September 2023 at 03:00 P.M. at Plot No. 38, Sector-32, Gurugram-122 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To approve revision in terms of appointment of Mr. Anant Nahata (DIN: 02216037), Managing Director & Chief Executive Officer of the Company

Signed this ..... day of 2023

Signature of Shareholder

Signature of Proxy holder(s)

Affix

Revenue

Stamp

