

TELECOMMUNICATIONS CONSULTANTS INDIA LIMITED

TCIL BHAWAN, GREATER KAILASH - I, NEW DELHI – 110048.

CIN: U74999DL1978GOI008911

Telephone: 011-26202020; Fax: 011-26242266;

Email Id: tcil@tcil.net.in; Website: <http://www.tcil.net.in>

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 43rd Annual General Meeting of the members of the Company will be held on Tuesday, the 23rd day of November, 2021 at 12:00 pm. in TCIL Bhawan, Conference Room, Greater Kailash I, New Delhi – 110048 to transact the following business:-

Ordinary Business

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements consisting of Balance Sheet, Statement of Profit & Loss and Cash Flow Statement for the financial year ended 31st March, 2021 together with the Board's Report and Auditor's Report thereon.
2. To declare dividend for the Financial Year 2020-21.
3. To authorize the Board of Directors to fix Remuneration of the Statutory Auditors for the Financial Year 2021-22.

Special Business

4. APPROVAL OF REMUNERATION PAYABLE TO COST AUDITORS.

To consider, and if thought fit, to pass with or without modifications if any, the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s HMVN & Associates, appointed as the Cost Auditors of the Company by the Board of Directors for the conduct of the audit of the cost records of the Company for the Financial Year 2021-22 at a remuneration of Rs. 90,000 (Rupees Ninety Thousand Only) plus applicable taxes be and is hereby ratified and confirmed.”

“RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary or Deputy Company Secretary of the Company be and is hereby authorised to do all the necessary acts, deeds, things and writings as may be required to give effect to the aforesaid resolution.”

5. **ENHANCEMENT OF BORROWING POWERS:**

To consider, and if thought fit, to pass with or without modification(s) if any, the following resolution as a **Special Resolution:-**

“RESOLVED THAT in supersession of earlier resolutions and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions if any, on the recommendation of the Board, consent of the Shareholders be and is hereby accorded to avail bank guarantee facilities from bankers in India and abroad and also to borrow from time to time at its discretion from company’s bankers/financial institutions(s)/bodies corporate in India and abroad, Central Govt./State Govt.(s), Autonomous bodies or any other Govt. Organisations/Authorities including Public Sector Undertakings on such terms and conditions as to repayment, interest or otherwise as it may think fit such sums as may be necessary for the purpose of the Company upto limit of Rs. 700 Crores for fund based transactions and upto a maximum of Rs. 2500 Crores inclusive of utilization for non-fund based transaction as well outstanding at any one time and that such borrowing shall be exclusive of temporary loans obtained or to be obtained by the Company from Company’s Bankers/ Govt. of India/Public Sector Undertakings in the ordinary course of Business.”

“RESOLVED FURTHER THAT on the recommendation of the Board, the consent of the Shareholders of the Company be and is hereby given to provide any immovable or moveable properties of the Company as security against the borrowing from the Bank(s)/Financial Institution(s)/Body(ies) Corporate in India and abroad, Central Govt./State Govt.(s), autonomous bodies or any other Govt. Organizations/Authorities including Public Sector Undertakings upto the total amount not exceeding Rs. 700 Crores for fund based transactions and upto maximum of Rs. 2500 Crores inclusive of utilization for non fund based transaction as well.”

“RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to complete all the necessary formalities and to make all arrangements to deal, negotiate and to do all such deeds and acts for obtaining borrowings upto a limit of Rs. 700 Crores for fund based transactions and upto a maximum of Rs. 2500 Crores inclusive of utilization for non-fund based

transaction as well outstanding at any one time and that such borrowing shall be exclusive of temporary loans obtained or to be obtained by the Company from Company's Bankers/ Govt. of India/Public Sector Undertakings in the ordinary course of Business."

By order of the Board



(VISHAL KOHLI)
COMPANY SECRETARY

New Delhi

Date: 02.11.2021

To

1. All Members of the Company
2. All Directors of the Company
2. Statutory Auditors
3. Secretarial Auditor
4. Cost Auditor

NOTES

1. Pursuant to Section 102 of the Companies Act, 2013, an Explanatory Statement setting out material facts and reasons for the proposed special business is annexed herewith.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. A blank proxy form in the Form No. MGT-11 is enclosed herewith and in order to be effective, must be sent at the registered office of the Company atleast 48 hours before the commencement of the meeting.

3. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. A person can act as proxy for maximum 50 members and aggregate holding of such members shall not be more than 10% of total share capital of the company having voting rights.
5. Members desiring any information relating to the accounts of the Company are requested to write to the Company well in advance so as to enable the management to keep the information ready.
6. The route map of the venue of the meeting is also annexed.
7. In view of the continuing COVID-19 pandemic, the Govt. of India, Ministry of Corporate Affairs (MCA) vide its circulars bearing number 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated 13.01.2021 (collectively referred to as "MCA Circulars") allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the physical presence of the members at the meeting. Accordingly, any shareholder who is willing to attend the Annual General Meeting through VC or OAVM may kindly intimate the Company and may follow the instructions detailed herein below:

**INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VIDEO
CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM)**

1. Upon receipt of request of the members for attending AGM through VC / OAVM, the link for VC/OAVM shall be shared with them at their e-mail address registered with the Company.
2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.
3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.

5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for members attending the meeting through VC. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4 APPROVAL OF REMUNERATION PAYABLE TO COST AUDITORS.

In accordance with the provisions of Section 148 of the Companies Act, 2013, your Company is required to appoint Cost Auditors to conduct audit of Cost Records of the Company. As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a Cost Accountant in practice or a firm of Cost Accountants in practice as Cost Auditors on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost audit and the remuneration so recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the Shareholders.

Accordingly, the Board of Directors in their meeting held on 31.08.2021 have appointed M/s HVMN & Associates as Cost Auditors at a remuneration of Rs. 90,000/- plus applicable taxes thereon, on the recommendations of the Audit Committee. Now, the remuneration payable to M/s HVMN & Associates is to be ratified by the Shareholders.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the passing of this Resolution. The relevant documents are available for inspection by the members during working hours in the registered office of the Company.

The Directors recommend the aforesaid resolution for approval by Members as an Ordinary Resolution.

ITEM NO. 5 ENHANCEMENT OF BORROWING POWERS

Your Company executes various consultancy and turnkey projects in the fields of Telecom, IT & Civil both in India & Abroad. With the drying up of multi – lateral funding and privatization of telecom Administration abroad, Projects are secured on the basis of open tender with stiff competition from multi-national Companies. As a result, margin in each project is very low and the Payment Terms are also not favorable, as used to be earlier. The target for order booking for FY 2021-22 is Rs. 4,200 cr. To attain this order booking, we need to bid atleast 10 times, i.e. Rs. 42,000 Cr, in domestic as well as foreign countries. For this, we would be required to give EMDs. In India, EMDS are presently exempt, but in foreign countries we are required to pay EMD @ 2% approx of Bid Value. In case the work is awarded, we could be required to give PBG of RS. 210 cr. & an advance BG of Rs. 420 Cr. In addition, some time client release retention against BGs. In the case of OEMs, payment terms are against a Letter of Credit, which is also a non-funded facility.

To cater to above requirements, it is proposed that limit of Rs. 700 Crore for fund based transaction and upto maximum of Rs. 2500 Crores inclusive of utilization of non fund based transactions may be fixed as against existing approved limit of Rs. 700 Crores for fund based transactions and upto maximum of Rs. 1500 Crores inclusive of utilization of non fund based transactions of Rs. 1500 Cr.

Considering all these above factors, your Company is negotiating with the bankers regularly and has been successful in getting funded facilities. Accordingly, there is a need to approve increase in borrowing powers of the Board of Directors of your Company.

In this regard, the Board of Directors of the Company in their 244th meeting held on 11.02.2020 had approved the enhancement of borrowing powers of the Company upto a limit of Rs. 700 Crore for Fund based transactions and upto a maximum of Rs. 2500 Crores inclusive of utilization for non fund based transaction as well as outstanding at any one time. The proposal was sent to DOT vide letter dt. 18.05.2020 for approval. As per the intimation

received from DOT vide letter dt. 22.09.2021, the said proposal has been approved subject to the following conditions :

- (i) TCIL shall arrange to furnish an undertaking to the effect that the company will maintain an excellent track record of repayment of dues to Banks/financial institutions/investors and is committed to honour the same.
- (ii) TCIL shall periodically carry out a comprehensive review with reference to available alternatives/ cost effectiveness and take appropriate action accordingly and also chalk out action plan to service the loan and interest thereon.
- (iii) TCIL shall ensure that the proposed borrowings are within the total cash credit limit and sanctioned working capital limit and also within the prescribed limit under section 180 (1) (c) of the Companies Act, 2013.
- (iv) The Company should ensure that they adhere to the provisions of the relevant Companies Act/ SEBI guidelines and relevant Accounting Standard (AS) etc.
- (v) TCIL shall ensure up-to-date payment of all statutory dues to the Government of India.
- (vi) The borrowing limit may not be taken as permanent and TCIL must ensure to reduce the debt amount concomitantly from the generated revenues. Information on a monthly basis to this effect is to be forwarded to DoT.
- (vii) No assets are to be mortgaged for these borrowings without prior approval of Competent Authority.

Accordingly TCIL can now proceed to take shareholder's approval for the same.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the passing of this Resolution. The relevant documents are available for inspection by the members during working hours in the registered office of the Company.

The Directors recommend the aforesaid resolution for approval by Members as a Special Resolution.

By order of the Board



(VISHAL KOHLI)

COMPANY SECRETARY

New Delhi

Date: 02.11.2021

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 : U74999DL1978GOI008911

Name of the Company : TELECOMMUNICATIONS CONSULTANTS INDIA LIMITED

Registered Office : TCIL BHAWAN, GREATER KAILASH - I, NEW DELHI – 110048

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/we, being the member (s) of Shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. 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 the 43rd Annual General Meeting of the Company, to be held Tuesday, **23rd day of November, 2021 at 12:00 p.m.** at TCIL Bhawan, Conference Room, Greater Kailash I, New Delhi – 110048 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO.	RESOLUTION	FOR	AGAINST
Ordinary Business (Ordinary Resolution)			
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements consisting of Balance Sheet, Statement of Profit & Loss and Cash Flow Statement for the financial year ended 31 st March, 2021 together with the Board's Report and Auditor's Report thereon.		
2.	To declare dividend for the Financial Year 2020-21.		
3.	To authorize the Board of Directors to fix Remuneration of the Statutory Auditors for the Financial Year 2021-22.		
Special Business (Ordinary Resolution)			
4.	Approval of Remuneration payable to Cost Auditors.		
Special Business (Special Resolution)			
5.	Enhancement of borrowing powers		

Note: This is optional. Please put a tick mark (✓) in the appropriate column. If a Member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a Member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed this day of , 2021.

Signature of shareholder.....

Affix Revenue
Stamp

Signature of Proxy holder(s).....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP OF THE COMPANY

