

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 47TH ANNUAL GENERAL MEETING

Notice is hereby given that the 47th Annual General Meeting of the members of the Company will be held on Friday, the 28th day of November, 2025 at 12:00 p.m. 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, 2025 together with the Board's Report and Auditor's Report thereon.
2. To declare dividend for the Financial Year 2024-25.
3. To authorize the Board of Directors to fix Remuneration of the Statutory Auditors for the Financial Year 2025-26.

Special Business

4. APPROVAL OF REMUNERATION PAYABLE TO COST AUDITORS.

To consider, and if thought fit, to pass with or without modification(s), 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 Chandra Wadhwa & Co. 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 2025-26 at a remuneration of Rs. 90,000/- (Rupees Ninety Thousand Only) and Rs. 7,500/- (Rupees Seven Thousand and Five Hundred Only) per certificate on requirement basis plus applicable taxes be and is hereby ratified and confirmed.”

“RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and matters and to take all such steps as may be necessary, proper or expedient to give effect to this 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 the earlier resolution(s) and pursuant to the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, on the recommendation of the Board, the consent of the members of the Company 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 Undertaking 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. 2,500 Crs. for non-fund based transaction outstanding at any one time and that such borrowing shall be exclusive of temporary loans / working capital 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 members of the Company be and is hereby accorded 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. Organisations / Authorities including Public Sector Undertakings upto the total amount not exceeding Rs. 2,500 Crs. for non-fund based transaction.”

“RESOLVED FURTHER THAT Chairman & Managing Director 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. 2,500 Crs. for non-fund based transaction outstanding at any one time and that such borrowing shall be exclusive of temporary loans / working capital 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 the order of the Board



(VISHAL KOHLI)
COMPANY SECRETARY



New Delhi

Date: 13.11.2025

To

1. All the Members of the Company
2. All the Directors of the Company
3. Statutory Auditors
4. Secretarial Auditor
5. Cost Auditor
6. Internal 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. Members attending the meeting through Video Conferencing shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
7. The route map of the venue of the meeting is also annexed.

8. In view of the circular bearing number 03/2025 dated September 22, 2025 issued by the Govt. of India, Ministry of Corporate Affairs (MCA) in addition to the earlier circulars bearing number 09/2024 dated September 19, 2024, 09/2023 dated September 25, 2023, 10/2022 dated December 28, 2022, 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated 13.01.2021, Circular No. 19/2021 dated 08.12.2021, Circular No. 21/2021 dated 14.12.2021 and Circular No. 02/2022 dated 05.05.2022 issued by MCA (collectively referred to as "MCA Circulars"), Companies are allowed to conduct their Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and the physical presence of the members at the meeting has been dispensed with. 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 & allow camera 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, at times, experience Audio/Video loss due to fluctuations in their respective networks. It is, therefore, recommended to use stable Wi-Fi or LAN connection to minimize / 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 Auditor 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 Auditor on the recommendation of the Audit Committee, which shall also recommend remuneration for such cost auditor 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, on the recommendation of the Audit Committee in their 110th meeting, the Board of Directors in their meeting held on 19th June, 2025 have appointed M/s Chandra Wadhwa & Co. as Cost Auditors at a remuneration of Rs. 90,000/- (Rupees Ninety Thousand Only) and Rs. 7,500/- (Rupees Seven Thousand and Five Hundred Only) per certificate on requirement basis plus applicable taxes thereon. Now, the remuneration payable to M/s Chandra Wadhwa & Co. 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 at 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 favourable, as used to be earlier. Moreover, recently TCIL has been awarded number of high value project likes Bihar Education Project Council, NVS, Bihar Swan, National Health Mission, MSRTC etc. and number of projects are in the pipeline also and therefore, there is going to be a huge requirement of non-fund facility for giving PBG/APG and also opening of LC's. Further, TCIL is also targeting order booking for the Financial Year 2025-26 of Rs. 5,000 crs. & to achieve this order booking, TCIL has to participate in tenders valuing 10 times of the order bookings. To cater to above requirements, it is proposed that limit of Rs. 1,800 Crores for non-fund based transactions be increased to maximum of Rs. 2,500 Crores outstanding at any one time. This is in terms of DOT approval vide letter No. 29-20/2020-SU-III dt. 22.09.2021.

Considering all these above factors, 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 292nd meeting held on 23.09.2025 has approved the enhancement of borrowing powers of the Company upto a limit of Rs. 1,000 Crores for Fund based transactions and upto a maximum of Rs. 3,500 Crores inclusive of utilization for non-fund based transaction as well as outstanding at any one time. However, the company is placing the matter for approval of Non-fund based limit upto 2500 Crs. only.

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 the order of the Board


(VISHAL KOHLI)

COMPANY SECRETARY

Place: New Delhi

Date: 13.11.2025

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/her

2. Name:

Address:

E-mail Id:

Signature:....., or failing him/her

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 47th Annual General Meeting of the Company, to be held on 28th day, November, 2025 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, 2025 together with the Board's Report and Auditor's Report thereon.		
2.	To declare dividend for the Financial Year 2024-2025.		
3.	To authorize the Board of Directors to fix Remuneration of the Statutory Auditors for the Financial Year 2025-26.		
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 , 2025.

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

