

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 45TH ANNUAL GENERAL MEETING

Notice is hereby given that the 45th Annual General Meeting of the members of the Company will be held on Wednesday, the 28th day of November, 2023 at 3:00 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, 2023 together with the Board's Report and Auditor's Report thereon.
2. To declare dividend for the Financial Year 2022-23.
3. To authorize the Board of Directors to fix Remuneration of the Statutory Auditors for the Financial Year 2023-24.

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 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 2023-24 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 acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



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To

1. All Members of the Company
2. All Directors of the Company
2. Statutory Auditors
3. Secretarial Auditor
4. Cost Auditor
5. 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 10/2022 dated 28.12.2022 issued by the Govt. of India, Ministry of Corporate Affairs (MCA) in addition to the earlier 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, 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



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5. APPROVAL/ RATIFICATION OF SALE/DISINVESTMENT/TRANSFER OF TCIL'S STAKE IN JVs/ SUBSIDIARY COMPANIES

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

“RESOLVED THAT pursuant to the directions of the Govt./DIPAM, provisions of Section 180(1) of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments for the time being in force) and subject to requisite statutory/regulatory approvals, as may be required, consent of the Members be and is hereby accorded to the Board of Directors of the Company for the sale/ Disinvestment/transfer of the stake of the company in the following Subsidiary/JV Companies, at such valuation and on such terms and conditions and in such manner as the Board may deem fit in the best interest of the Company and as approved by the Govt./DIPAM :

Subsidiary Companies

- TCIL Bina Toll Road Limited
- TCIL Lakhnadone Toll Road Limited
- TCIL USA Inc.
- TCIL Oman LLC

Joint Venture Companies

- Bharti Hexacom Limited

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), such other document(s), by whatever name called and to do all acts, matters and things (including ratification of acts done earlier) as may be necessary in this regard to give effect to the above resolution”

By order of the Board



(VISHAL KOHLI)

COMPANY SECRETARY

New Delhi

Date: 09.11.2023



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

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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 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 14th July, 2023 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, on the recommendation of the Audit Committee. 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 APPROVAL/ RATIFICATION OF SALE/ DISINVESTMENT/ TRANSFER OF TCIL'S STAKE IN JVs/ SUBSIDIARY COMPANIES

As per the directions of the Govt./DIPAM, TCIL has initiated the process of Sale/Disinvestment/transfer of TCIL's stake in the following JVs/Subsidiaries :

Subsidiary Companies

- TCIL Bina Toll Road Limited - 100%
- TCIL Lakhnadone Toll Road Limited - 100%
- TCIL USA Inc. - 100%



-TCIL Oman LLC – 70%

Joint Venture Companies

-Bharti Hexacom Limited – 30%

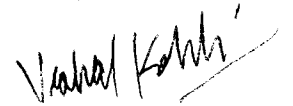
In accordance with the provisions of Section 180(1) of the Companies Act, 2013, the above Sale/Disinvestment/transfer of JVs/Subsidiary Companies requires the approval of the shareholders by way of a special resolution.

In view of above, the matter is placed before the shareholders for according approval/ratification for the above Sale/Disinvestment/transfer.

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 a Special Resolution.

By order of the Board



(VISHAL KOHLI)
COMPANY SECRETARY

Place: New Delhi

Date: 09.11.2023



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 45th Annual General Meeting of the Company, to be held on 28th day, November, 2023 at 03:00 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:



Handwritten signature or initials.

| 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, 2023 together with the Board's Report and Auditor's Report thereon. | | |
| 2. | To declare dividend for the Financial Year 2022-2023. | | |
| 3. | To authorize the Board of Directors to fix Remuneration of the Statutory Auditors for the Financial Year 2023-24. | | |
| Special Business (Ordinary Resolution) | | | |
| 4. | Approval of Remuneration payable to Cost Auditors. | | |
| Special Business (Special Resolution) | | | |
| 5. | Approval/ Ratification of Sale/Disinvestment/ Transfer of TCIL's Stake In JVs/ Subsidiary Companies | | |

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 , 2023.

Signature of shareholder.....

Affix Revenue
Stamp

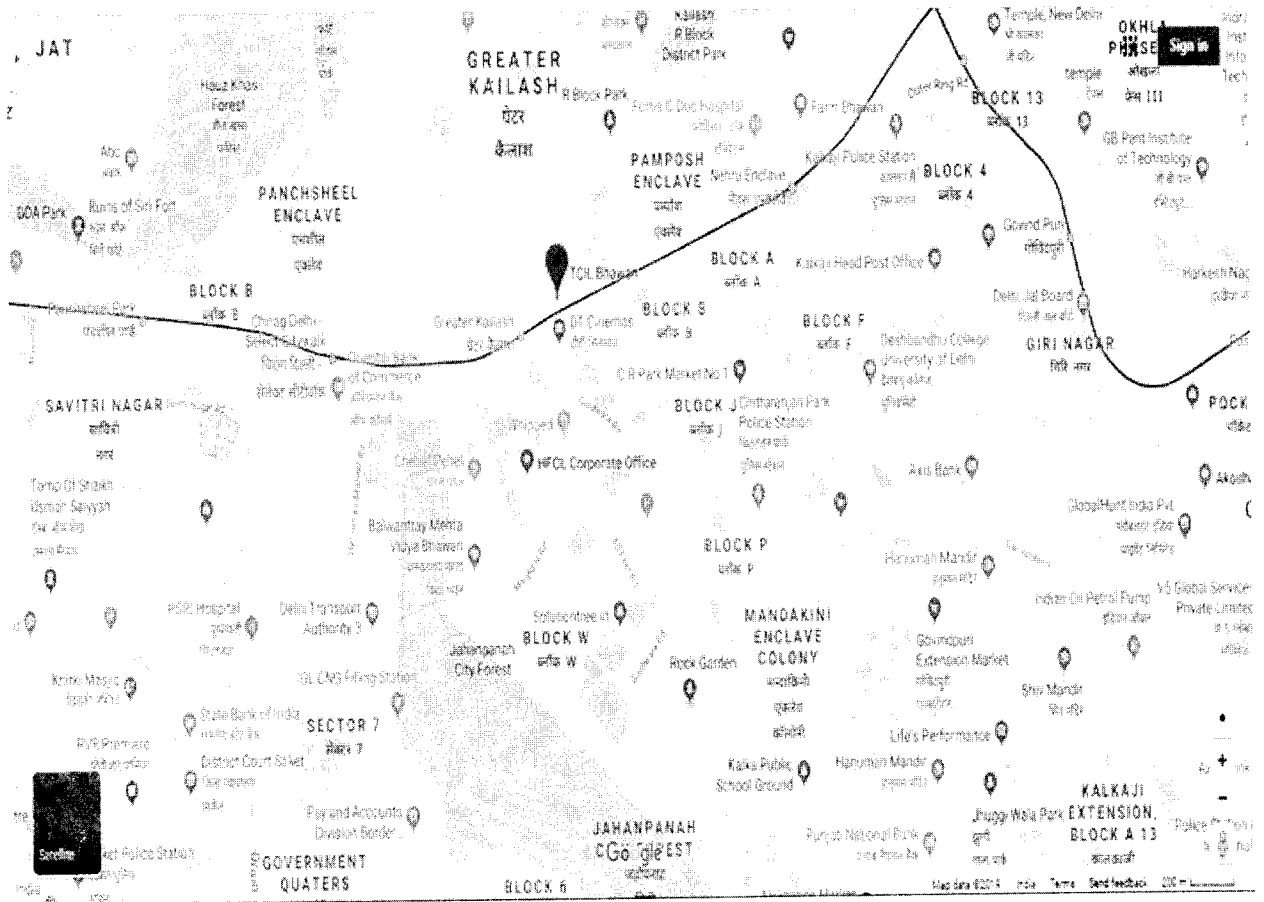
Signature of Proxy holder(s).....

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.



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ROUTE MAP OF THE COMPANY



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