

TELECOMMUNICATIONS CONSULTANTS INDIA LIMITED

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

CIN : U74999DL1978GOI008911

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

Email Id: tcil@tcil-india.com; Website: <http://www.tcil-india.com>

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 42nd Annual General Meeting of the members of the Company will be held on Monday, the 23rd November, 2020 at 03:00 P.M. at 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, Cash Flow Statement and Statement of changes in Equity for the year ended 31st March, 2020 together with the Board's Report and Auditor's Report thereon.
2. To declare dividend for the Financial Year 2019-20.
3. To authorize the Board of Directors to fix the remuneration of the Statutory Auditors for the Financial Year 2020-21.

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 relevant provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Rule 14 of the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 80,000/- plus applicable taxes thereon payable to M/s Sanjay Gupta & Associates, Cost Auditors appointed by the Board of Directors of the Company on the recommendations of the Audit Committee, to conduct the audit of the cost records of the Company for the Financial Year 2020-21 be and is hereby ratified.

“RESOLVED FURTHER THAT the Company Secretary / Deputy Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters, things or writings and to take all such steps as may deem fit, necessary, proper or expedient to give effect to this resolution.”

By the order of the Board



**(VISHAL KOHLI)
COMPANY SECRETARY**

New Delhi

Date: 28.10.2020

To

1. All the Members of the Company
2. All the 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 and Circular No. 20/2020 dated May 05, 2020 (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 relevant provisions of Section 148 of the Companies Act, 2013, your Company is required to appoint Cost Auditors to conduct the 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 245th Board meeting held on 07.08.2020 have appointed M/s Sanjay Gupta & Associates as Cost Auditors at a remuneration of Rs. 80,000/- plus applicable taxes thereon, on the recommendations of the Audit Committee. Now, the remuneration payable to M/s Sanjay Gupta & 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.

By the order of the Board



(VISHAL KOHLI)

COMPANY SECRETARY

New Delhi

Date: 28.10.2020

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 42nd Annual General Meeting of the Company, to be held on 23rd day, of November, 2020 at 3:00 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:

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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, Cash Flow Statement and Statement of changes in Equity for the year ended 31st March, 2020 together with the Board's Report, Auditor's Report thereon.		
2.	To declare dividend for the Financial Year 2019-20.		
3.	To authorize the Board of Directors to fix Remuneration of the Statutory Auditors for the Financial Year 2020-21.		
Special Business (Ordinary Resolution)			
3.	Approval of remuneration payable to Cost Auditors		

Signed this day of 20....

Signature of Shareholder

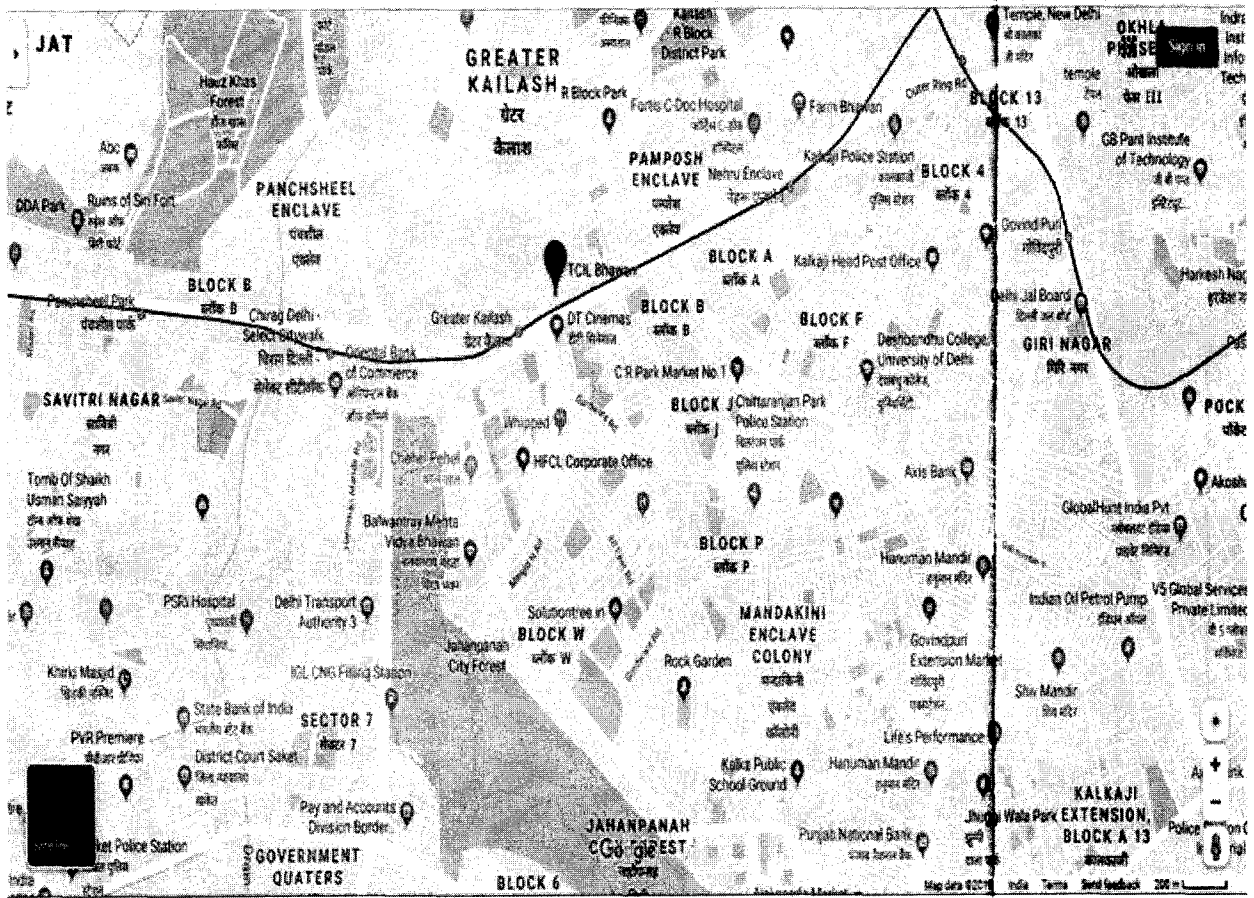
Affix Revenue Stamp

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.

VK

ROUTE MAP OF THE COMPANY



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