

TRANSCRIPT OF THE PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF VALIANT COMMUNICATIONS LIMITED (“THE COMPANY”) HELD ON THURSDAY SEPTEMBER 30TH 2021 AT 9:30 P.M. THROUGH VIDEO-CONFERENCING (‘VC’) / OTHER AUDIO VIDEO MEANS (‘OAVM’).

Manish Kumar, Company Secretary:

“Good Morning everyone, I, Manish Kumar, Company Secretary welcome you all to the 28th Annual General Meeting of Valiant Communications Limited. I will take a few moments to explain the details about this meeting.

In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs and Securities and Exchange Board of India, vide their various Circulars, have allowed companies to conduct their Annual General Meeting through Video Conferencing, “popularly known as VC” or Other Audio Visual Means “popularly known as OAVM”, thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, this 28th Annual General Meeting of Valiant Communications Limited is being held through VC or OAVM in compliance with the statutory circulars and the relevant provisions of the Companies Act, 2013 and Rules made thereunder and also the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Members attending this AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Facility to join this AGM through VC or OAVM is made available on First Come First Serve basis for shareholders.

All members are kept mute by default, to avoid any background noise and to ensure smooth and seamless conduct of the meeting.

Once the Q/A session starts, the names of the Shareholders shall be announced who have registered themselves as Speakers to enable them to speak at the meeting. The Speaker Shareholders will thereafter be unmuted to speak.

To start speaking, Shareholders are requested to click on the video button. However, if due to any reason they are unable to join the meeting through video, they can speak through audio mode.

If there is a connectivity problem at the Speaker’s end, the next Shareholder waiting in the queue will be asked to join in, once the connectivity improves and if time permits, he will be called again to speak after the other Shareholder completes his/her speech.

The Shareholders who already have sent their questions well in advance through e-mails will, upon consideration of the relevancy of the queries, also be responded during the AGM.

For a good audio-video experience, Shareholders are requested to ensure that no other applications are running in the background and also availability of good internet connectivity.

If they find any issues, they may contact at the phone numbers mentioned in the notice of the AGM.

Now, I would request our Chairman and Managing Director to proceed with the meeting.”

Mr. Inder Mohan Sood (Chairman and Managing Director):

“Good Morning, Ladies and Gentlemen!!

I am glad to welcome you all at the 28th Annual General Meeting of Valiant Communications Limited which is being held through Video Conferencing or Other Audio Visual Means, due to the ongoing COVID-19 pandemic. The requisite quorum is present at this Annual General Meeting, I declare the meeting to in order.

Let me first introduce my colleagues on the Board who are joining us from various locations.”

“I have with me Mr. Davinder Mohan Sood, the Executive Whole-time Director and Chief Financial Officer and Mr. Gaurav Mohan Sood, the Additional Executive Director.”

Mr. Davinder Mohan Sood, Executive Whole-time Director and Chief Financial Officer: “Hello! Good Morning! we welcome everyone who are able to attend this meeting.”

Mr. Gaurav Mohan Sood, Additional Executive Director: “Hello! Good Morning everyone!”.

Mr. Inder Mohan Sood:

“Mr. Gaurav Kaura, Independent Non- Executive Director. He is a Chairman of Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee. He is joining us from his residence in New Delhi.”

Mr. Gaurav Kaura: “Good Morning!”.

Mr. Inder Mohan Sood:

“Mr. Avinash Verma, Independent Non- Executive Director joins us from his residence in New Delhi. He is a member of Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee.”

Mr. Avinash Verma: “Good Morning to everyone”.

Mr. Inder Mohan Sood:

“Mr. Sumit Mehta, Independent Non-Executive Director joins us from his residence in Gurugram. He is a member of Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee.”

Mr. Sumit Mehta: “Good Morning!”.

Mr. Inder Mohan Sood:

“Ms. Neepa Chatterjee, Independent Non- Executive Director joins us from his residence in New Delhi. She is a member of Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee.”

Ms. Neepa Chatterjee: “Good Morning and welcome to everyone in the meeting.”

Mr. Inder Mohan Sood:

“I would like to mention that the representatives of M/s. Pawan Nanak Bansal & Co., the Statutory Auditors of your Company and Mr. Sushant Bhalla, the Secretarial Auditor, are present in this meeting.

This Meeting is duly constituted in accordance with the Companies Act, 2013, other applicable laws and the Articles of Association of the Company. All feasible efforts under the present circumstances have indeed been made so as to enable you to participate and vote on the items being considered in this meeting.

The Notice convening the 28th Annual General Meeting along-with the Annual Report 2020- 21 of your Company was sent to you through e-mail in terms of the MCA Circulars and SEBI Circulars. The Notice and Annual Report were also available on the website of BSE Limited and the website of the Company. With your permission, I take the Notice convening this Meeting as read. All documents as stated in the Notice are available for inspection during the continuance of this meeting in the LIPL e-voting System itself. The same can be inspected in an electronic mode only.

There is no qualification, observation or comment or other remarks made by the Auditors in their Reports on both Standalone and Consolidated Financial Statements or by the Secretarial Auditor in his Secretarial Audit Report for the financial year ended March 31, 2021 which may have any adverse effect on the functioning of the Company.

Hence, the Auditors' Report on the Financial Statements and Secretarial Audit Report are not required to be read at this meeting."

Chairman's Speech

Dear Shareholders,

Welcome to the 28th Annual General Meeting of Valiant Communications Limited. I hope all of you and your family members are healthy and safe. It is always a pleasure to connect with all of you, although this time once again, we meet virtually.

On behalf of the Valiant's Board of Directors, I want to thank you for taking the time out to join us today. Your support and confidence in us, even in uncertain times like these, drives us to look for more ways to do more and to create greater value for all stakeholders.

As you all know, towards the end of the previous financial year, the World Health Organisation declared COVID-19 as a pandemic and its outbreak infected millions and affected the lives of billions of people, all across the globe. The COVID-19 pandemic is seen to be having an extraordinary and unprecedented impact on people and the economies worldwide. Almost everyone has faced its challenges in various walks of life. This has also resulted in serious supply chain disruptions, component shortages and delayed contract implementations. However, everyone has to try to adapt and to cope up with the evolving circumstances and move forward. The world is also consequently learning to adopt a more technology-driven model of working and living. Our Company, like everyone else, is also taking all necessary measures in terms of mitigating the impact of its challenges being faced in business. Our Company, while keeping up the momentum in the development of new products and technologies, is also very focused on controlling the costs, maintaining liquidity and closely monitoring its supply chains to ensure that our manufacturing continues to operate smoothly. As everybody is witnessing now, technology is essential to get it all working; while the efficiencies of automation make it viable; and innovations unlock more value from work. We believe that we can play a significant role in this changing business environment.

The COVID-19 pandemic and the challenges caused by it will eventually be overcome. The respective governments, in their wisdom are doing their best to support their people and businesses with policies and available resources. The role of the Government of India's and its implementation of the MAKE IN INDIA policy and the Micro, Small and Medium Enterprises (MSME) policy has been especially path-

breaking. These policies are helping small and medium businesses overcome their financial challenges and the extra-ordinary impetus which MAKE IN INDIA is providing is vastly improving the prospects of our Company. Our Company is well positioned to benefit from its continued investments in technology which have resulted in the introduction of new state-of-the-art products and solutions, both, for the domestic market and for exports.

On the business front: During the year 2020-21, at the consolidated level, the net revenue of the Group is increased by 10% to Rs. 2167 lacs from Rs. 1968 lacs on annual basis.

The Consolidated annual EBITDA Profit stands at Rs. 391 lacs as compared to Rs. 179 lacs in last year. The reported net profit after taxes is increased to Rs. 160 lacs from Rs. 0.3 lacs.

Whereas, at standalone level, the Company has posted its annual revenue at Rs. 1,787 lacs as compared to Rs. 1,766 lacs in previous year.

The Company has recorded the annual EBITDA Profit at Rs. 273 lacs as compared to Rs. 159 lacs in last year. The other income is increased from Rs. 49 lacs to Rs. 101 lacs on an annual basis.

The growth in revenue is driven by exports. At consolidated level, 20% of Group's operating revenue comes from India as compared to 52% in the previous year, while 33% is from USA as compared to 23% in previous year and 12% is from the European market as compared to 8% in previous year. The balance, 35% of the sales is contributed from the rest of the world as compared to 17% in previous year.

The liquidity position of the organization is healthy and comfortable.

As on March 31st 2021, the liquidity position at group level has improved to Rs. 1182 lacs, up from Rs. 970 lacs, as was reported last year.

Our Company and all its subsidiaries have maintained their debt-free status throughout the reporting year.

Various products of our Company have been approved by major Power Utilities in India, which include Power Grid Corporation of India, almost all State Electricity Boards (SEBs) in India, ISRO and DRDO.

With the various initiatives taken by the Government of India, under the leadership of our Hon'ble Prime Minister, such as 'Make-in-India' and 'Aatamnirbhar Bharat', the Indian business scenario is now looking more vibrant and more promising than ever before.

We wish to express our gratitude and our sincere "THANK YOU" to our Government and to our Honourable Prime Minister for implementing the 'Make in India' and 'Atmanirbhar Bharat' policies to promote the manufacturing sector in India.

Being the only Indian manufacturer for various products in select domains, the Company has a distinctive advantage over its MNCs competitors. All the initiatives taken by the Government of India are helping the Company to capitalize its position in India in the field of transmission, synchronization and cyber security.

There are substantial opportunities in India, wherein the products of the Company have been proposed for use by the prominent industrial leaders in turnkey projects in both, power and defence sectors of the country. These opportunities are expected to further unfold in the coming quarters.

On the exports front, the Company is witnessing many exciting opportunities in Asia, Europe, USA and South America. These shall be detailed in the following address.

We are also working on various opportunities to scale our products and technologies across various utility and infrastructure sectors. Each of our technologies have the potential to provide a very significant positive impact on the financials of our Company.

Our products are already being deployed in various communications, industrial and IT networks, worldwide. A series of new products based on advanced technologies are being introduced in the current financial year. We believe that these new products will help to further create growth opportunities for our Company.

As you may be aware, the company manufactures and provides a wide array of communication, transmission, protection, synchronization and cyber security solutions which cater to a wide range of sectors and industries.

VALIANT manufactured products are sold and successfully installed in over 110 countries. Our Company is focused on expanding its global marketing network and building a larger base of associates, distributors and re-sellers, worldwide, through which we can increase our market footprint.

The world is now becoming increasingly digitalised, especially in this ongoing COVID era. These technology advancements, however, have also exposed the businesses, national infrastructures and governments to ransomware attacks, cyber-attacks and crippling outages, that are particularly significant when they compromise national security. We have witnessed multiple events and incidents in various parts of the world, where the entire national-grids of the countries have been brought down by malicious cyber-attacks; or where businesses have suffered data thefts resulting in substantial financial losses in addition to the damage of their corporate image.

Valiant is on the forefront of the transformations that are occurring in area of digitalization and technology evolution and our Company is seeing an enormous business opportunity there, as we have the technology, the domain knowledge and an existing product portfolio to comprehensively address the cyber-security and counter-defence requirements of this ever-growing market. We are now offering comprehensive Cyber Security solutions that are designed to assist organizations to effectively detect, prevent and defend their networks against firewall breaches, cyber-attacks, ransomware attacks and network intrusions, in real-time.

Our focus continues to be on cyber-security and network-reliability products for utilities as well as for financial and other national infrastructures. Our range of MPLS Routers with integrated cyber security features, data encryption and next generation Firewall Equipment along with our other Network Reliability and Network Protection solutions have been designed to cater to the needs of both, domestic and international customers.

We also would like to share a video presentation on corporate product and technology summary, to make you better understand our outlook for the same after this address.

I would like to sincerely thank all our shareholders, customers, suppliers, communities and all other stakeholders for their continued support to the Company during the year.

I would also like to thank all the employees and my colleagues on the Board of Directors, for their commitment to enhancing the performance and health of the Company.

Thank you!

The video presentation file was displayed (refer note).

Mr. Inder Mohan Sood:

“After tabling the resolutions, registered speakers can express their views and ask questions. Now I will take up the formal items of businesses of this AGM in sequence.

The first item of business relates to Adoption of Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

The objective of first item is to comply with the requirements of the Companies Act, 2013.

The second item of business relates to re-appointment of Mr. Inder Mohan Sood who retires by rotation and being eligible, offers himself for re-appointment.

The third item of business relates to appointment of Mr. Gaurav Mohan Sood as Whole-time Director

Detailed information as required under the SEBI Listing Regulations and the Secretarial Standard on General Meetings in respect his appointment/re-appointment has been provided in the Notice convening this AGM.

The objective of second and third item is to comply with the requirements of Section 149, 152 and other applicable provisions of the Companies Act, 2013. These items have no financial implication on the Company except managerial remuneration.

I now invite the following speakers to come forward and ask their queries and suggestions who have registered themselves with us previously. I would request the speakers to be precise. Please do not repeat the queries already asked by other fellow Members. We shall be happy to answer your questions or provide clarifications after all the questions are asked.”

Manish Kumar:

“First I would like to call Mr. Mohan Singh Rawat.

Mr. Mohan! please express your views and queries. You are unmuted now.”

Mr. Mohan Singh Rawat: “Good morning Chairman and other panellists! I am grateful to the Company Secretary for allowing me to express my views.

Sir! I have read in various BSE filings by Valiant, wherein, Management has expressed their optimism about Public Procurement Policy of the Government.

I would like to know further how this policy is beneficial for us. I would also like to know any further initiatives taken for boost of export business. Thank You.”

Manish Kumar:

Thank you Mr. Mohan! “Second I would like to call Mr. Suraj Kumar.

Mr. Suraj Kumar please express your views or queries. You are visible and unmuted now.”

Mr. Suraj Kumar: “Good morning Sir! My name is Suraj Kumar.

Thank you very much for providing this opportunity! Last year too I have asked for the management opinion about paying dividend. I would like to know when can we expect dividend?

Thanks for having me here.”

Manish Kumar: Thank you Mr. Kumar!

We have also received some queries from shareholders, which are being displayed in next slides. Thereafter, the Management shall reply to the queries.

The power point file was displayed for the queries asked by shareholders (refer note).

Mr. Inder Mohan Sood:

“I request CFO to reply the shareholders queries and also share his views.”

Mr. Davinder Mohan Sood:

“Thank you Chairman!

Our Company and all its subsidiaries were debt free during the year under reporting 2020-21 and maintained this debt free status in the current year also.

As the Chairman has informed us, 20% of Group’s operating revenue comes from India as compared to 52% in the previous year, while 33% is from USA as compared to 23% in the previous year and 12% is from the European market as compared to 8% in the previous year. The remaining balance 35% of the sales is contributed from the rest of the world as compared to 17% in the previous year.

However, various initiatives taken by the Government of India, under the leadership of our Honourable Prime Minister, such as “Make in India”, “Digital India” and “PMA Policy”, the Indian business scenario is now looking more vibrant and promising. Being the only Indian manufacturing Company in various products and technologies, our Company has a distinct advantage over its Multi-National competitors and all these initiatives taken by the Government of India are helping our Company (being an indigenous manufacturer of communications, transmission, synchronization, MPLS routing and cyber security equipment) to capitalize its position in India.

There are substantial opportunities in India, where the products of our Company have been offered by prominent industrial leaders in turnkey projects pertaining to power and defence sector of the country. These opportunities are expected to unfold during this financial year. Due to the Non-Disclosure Agreements entered with these companies, our Company is not able to divulge any further information regarding these opportunities.

Further, our Company has entered into a 4-year rate contract under a frame agreement with an engineering major, Balkantel OOD for Bulgarian state-owned Power Utility ESO EAD, for supply and installation of its power utility products and solutions for the contract awarded to Balkantel OOD. Our Company has also been approved as a registered vendor with Siemens for Lithuania and Latvian markets and Baltic countries. We have also been approved to supply our communication and synchronization products to Thailand Utility EGAT, Malaysian Utility TNB, Indonesian Utility PLN, Vietnam Utility EVN and the Philippines Utility NGCP.

Our Company has expanded its marketing network in South America. We have appointed distributors in Mexico, Peru, Colombia and Chile for its recently introduced Cyber-Security and Power Utility products including MPLS Routers. Reasonable business activity is being witnessed from the South American market now with a very promising outlook.

We are also glad to inform you that Valcomm Technologies USA, a wholly owned subsidiary is making supplies of communications and synchronization equipment in the United States to Power Utilities, Energy Cooperatives, Shale Oil & Gas, regional Cable TV, Broadband Internet Service Providers and Government organizations including NASA (the US Space Agency).

We are working diligently to put scale to all these opportunities.

Our Company has developed advanced cyber defence strategy solutions from generating alarms to isolating the network or to automatically switchover to redundant network / redundant firewall.

Valiant's comprehensive and advanced range of "Cyber Security" suite helps its customers in detecting and preventing cyber-attacks, ransomware attacks along with providing forensic analysis, in real-time.

The Board in view of current and expected foreseeable growth opportunities, intends to retain the financial resources of the Company and therefore, finds it prudent not to propose any dividend for the year under reporting.

However, based on the future liquidity position, the Management is open to declaring dividend in the future.

In conclusion, our Company is well positioned to take advantage of substantial growth prospects in the coming quarters and the foreseeable future with its innovative and cutting-edge products and technologies.

I will now hand you back to our team for continuation of the AGM. Thank you!

Mr. Inder Mohan Sood:

"Ladies & Gentlemen, the agenda items have already been put to vote by remote e- voting and now being put for voting electronically during the Annual General Meeting.

I would like to inform you that pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-Voting facilities to all its Members through Link Intime India Private Limited in respect of each of the businesses contained in the Notice convening this AGM. Such remote e-Voting opened on Monday, 27 September, 2021 at 10:00 A.M. and concluded on Wednesday, 29 September, 2021 at 5:00 P.M.

Members present at this AGM, who have not cast their votes through remote e-Voting may avail the facility of e-Voting during this AGM.

I request the Company Secretary to share the e-voting details."

Manish Kumar:

"I would like to inform to the Shareholders that CS Mahesh Kr. Gupta, from. Mahesh Gupta & Co., Practicing Company Secretaries has been appointed as the Scrutinizer for the purpose of scrutinizing the remote e-Voting as well as e-Voting during the AGM. Members present at this AGM, who have not cast their votes through remote e-Voting may avail the facility of e-Voting during this AGM.

The Results of the e-Voting during this AGM along with the Results of the remote e-Voting will be scrutinized and considered and a consolidated result will be declared subsequently. Please refer to the Notice for the same."

Mr. Inder Mohan Sood:

“Ladies and Gentlemen, this concludes the transaction of businesses mentioned in the Notice convening the 28th AGM of the Company. I now request the e-Voting to take place. Please note that the e-Voting can be done for another 15 minutes from the conclusion of this meeting.

Ladies & Gentlemen, this concludes the proceedings of the 28th Annual General Meeting of Valiant Communications Limited.

I thank you all once again and wish you and your family good health and prosperity!”

“I request the Board members may please leave the meeting at their convenience. Thank you for your participation. I request the Company Secretary to allow the members to cast their votes.”

Manish Kumar:

“Thank you Chairman Sir for the smooth conduct of the meeting.”

Note: The Video presentation and Power Point file referred above are available at the website of the Company i.e. www.valiantcom.com