

Corporate Office :

A-60, Naraina Industrial Area, Phase-I,

New Delhi-110 028 INDIA

TEL. : 91-11-41411070 / 71 / 72

E-mail : investors@shyamtelecom.com

Website : www.shyamtelecom.com

SHYAM
TELECOM LTD

SHYAM/SE/2024-25

13th November, 2024

The Manager,
Department of Corporate Services
Bombay Stock Exchange Limited ("BSE")
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001
Security Code – 517411
Through BSE Listing Centre

Listing Department,
National Stock Exchange of India Limited
("NSE")
Exchange Plaza,
Bandra Kurla Complex
Bandra (E), Mumbai – 400001
Security Symbol – SHYAMTEL
Through NEAPS

Subject : Intimation of Postal Ballot Notice under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the appointment of Mr. Sunil Rai (DIN: 01568405) as an Independent Director of the Company

Respected Sir,

In Continuation to our letter dated 19th September, 2024 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the said Regulations, we hereby enclose the Postal Ballot Notice dated 11th November, 2024 for seeking approval of Members of the Company to appoint Mr. Sunil Rai (DIN: 01568405) as an Independent Director of the Company for a term of five consecutive years with effect from 19th September, 2024 up to 18th September, 2029.

In pursuance of relevant circulars issued by the Ministry of Corporate Affairs, the said Notice is being sent only through electronic means to those members, whose name appears in the Register of Members of the Company / Register of Beneficial Owners maintained by the Depositories and whose email IDs are registered with Company's RTA (Indus Sharesree Private Limited), / Depository Participant(s) as on the cut-off date i.e. Friday, 8th November, 2024.

The Company has engaged the services of NSDL to provide a remote e-voting facility to all its members. The remote e-voting period will commence on Friday, 15th November, 2024, at 09.00 A.M. (IST) and shall end on Saturday, 14th December, 2024 at 5.00 P.M. (IST). The results of the postal ballot will be announced within two (2) working days i.e. on or before Tuesday, 17th December, 2024 (5:00 P.M. IST). The voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on cut-off date.

Regd. Office : Shyam House, 3, Amrapali Circle, Vaishali Nagar, Jaipur-302021 (RAJASTHAN) INDIA

Phone : 91- 0141- 4919021

CIN : L32202RJ1992PLC017750

Corporate Office :

A-60, Naraina Industrial Area, Phase-I,
New Delhi-110 028 INDIA

TEL. : 91-11-41411070 / 71 / 72

E-mail : investors@shyamtelecom.com

Website : www.shyamtelecom.com

SHYAM
TELECOM LTD

This is for your information and necessary records.

Thanking you,
Yours Faithfully

For Shyam Telecom Limited

Ajay Khanna
Managing Director
DIN: 00027549

Enclosure as above

SHYAM TELECOM LIMITED

CIN: L32202RJ1992PLC017750

Regd. Office: Shyam House, 3, Amrapali Circle
Vaishali Nagar, Jaipur – 302021, Rajasthan, India

Corp Office: A – 60, Naraina Industrial Area, Phase – I, New Delhi – 110028

Ph.: 91-141-4025631 & 91-11-41411071/72, Fax: 91-11-25792194

Website: www.shyamtelecom.com, **Email:** shyamtelecom.cs@gmail.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the “Rules”), read with the General Circular Nos. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 22/2020 dated 15th June, 2020; 33/2020 dated 28th September, 2020; 39/2020 dated 31st December, 2020; 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021; 3/2022 dated 5th May, 2022; 11/2022 dated 28th December, 2022; 9/2023 dated 25th September, 2023 and other relevant circulars, including the latest one being General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by SEBI (hereinafter collectively referred to as “**the Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), for seeking the approval of the members of the Company to transact the Special Business as set out in this Notice, by passing the said resolutions through Postal Ballot, only by way of remote e-voting process.

The Company has engaged the services of NSDL for providing remote remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner. The remote e-Voting facility would be available during the following period:

Commencement of e-Voting	Friday, 15 th November, 2024 at 09:00 A.M.
End of e-Voting	Saturday, 14 th December, 2024 at 05:00 P.M.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice. The remote e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Saturday, 14th December, 2024, and will be disallowed thereafter.

The Company has appointed M/s Soniya Gupta & Associates, (FCS: 7493 and COP No.: 8136), Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit their report to the Chairman of the Company (the Chairman) or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced not later than 2 working days from the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

SPECIAL BUSINESS:

Appointment of Mr. Sunil Rai (DIN: 01568405) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and read with rules framed thereunder, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Sunil Rai (DIN: 01568405), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 19th September, 2024, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till 18th September, 2029, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, and things or delegate all or any of the powers to any committee of directors with the power to further delegate to or any other directors(s) / Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For Shyam Telecom Limited

Sd/-
Ajay Khanna
Managing Director
DIN: 00027549
Address: A-9, Ring Road,
Naraina Vihar, New Delhi-110028

Place – New Delhi

Date – 11th November, 2024

NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the LODR Regulations, stating all material facts and the reason/ rationale for proposed resolutions is annexed to this Postal Ballot Notice.
2. In compliance with the Circulars, this Postal Ballot Notice and instructions for e-voting are being sent only through electronic means to those members whose names appear on the Register of Members / Register of Beneficial Owners maintained by the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the with Company’s RTA (Indus Sharesree Private Limited)/ Depository Participant(s), as on Friday, 8th November, 2024 (“the Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
3. For Members who have not registered their e-mail IDs, please follow the instructions given under this notice.
4. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer an e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of National Securities Depository Limited (“NSDL”), for facilitating e-voting to enable the Members to cast their votes electronically.
6. Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 8th November, 2024, being the Cut-off Date fixed for the purpose.
7. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Saturday, 14th December, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
8. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the results of the Postal Ballot shall be declared within two (2) working days from the conclusion of remote e-Voting i.e., on or before

Tuesday, 17th December, 2024 and will also be placed on the Company's website <https://shyamtelecom.com/investor-relations>, on the website of NSDL www.evoting.nsdl.com, on the website of Indus Shareshree Private Limited (RTA) at <https://www.indusinvest.com> and the said results along with the Scrutinizer's Report would be intimated to i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

9. All requisite documents, if any, referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by remote e-voting i.e. Saturday, 14th December, 2024. Members may send their requests for inspection to <https://shyamtelecom.com> or <https://www.indusinvest.com> from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
10. Members seeking any information with regard to the postal ballot are requested to write to the Company through e-mail at shyamtelecom.cs@gmail.com. The same will be replied by the Company suitably.
11. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).

Instructions for Remote E-Voting:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

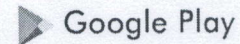
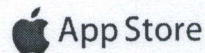
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting

services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by

	<p>company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in to <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email

sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to soniyacs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mahatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and passwords and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shyamtelecom.cs@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shyamtelecom.cs@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item no. 1 - Appointment of Mr. Sunil Rai (DIN: 01568405) as a Non-Executive Independent Director

The Board of Directors the Company at its meeting held on 19th September, 2024, based on the recommendation of Nomination and Remuneration Committee of Directors of the Company and Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board had appointed Mr. Sunil Rai (DIN: 01568405) as an Additional Non-Executive Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from 19th September, 2024, to 18th September, 2029 (both days inclusive) subject to the approval of the shareholders through **a special resolution**.

The brief profile and specific areas of expertise of Mr. Sunil Rai is annexed to this Postal Ballot Notice.

Further, the Company has received all statutory disclosures/declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”).
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.
- (vi) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and;
- (vii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Shyam Telecom Limited or any of its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Sunil Rai.

In the opinion of the Board, Mr. Sunil Rai, fulfills the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the

Management. The Board noted that Mr. Sunil Rai's background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

In compliance with the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Act, read with the Rules made thereunder and Regulation 17 of the LODR Regulations, (including any statutory modification(s) or re-enactment(s) thereof), the approval of the members is sought for the appointment of Mr. Sunil Rai as an Independent Director of the Company, from 19th September, 2024 to 18th September, 2029 (both days inclusive), by way of passing a Special Resolution as set out in Special Business in this Postal Ballot Notice.

There is no inter se relationship between Mr. Sunil Rai and other members of the Board and Key Managerial Personnel of the Company.

Mr. Sunil Rai is the Chairman and member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of Shyam Telecom Limited w.e.f. 19th September, 2024.

Mr. Sunil Rai doesn't hold any shares of the Shyam Telecom Company and he has not resigned from any Listed Entities as Director in the past 3 years.

No director, key managerial personnel (KMP) or their relatives except Mr. Sunil Rai, to whom the resolution relates, is interested in or concerned, financially or otherwise.

The Board recommends the special resolution as set out in the Special Business of this postal ballot notice for the approval of members.

BRIEF PROFILE OF MR. SUNIL RAI

- Mr. Sunil Rai is a distinguished corporate leader with over 37 years of multifaceted experience across key industries, including international aviation, freight forwarding, infrastructure, real estate, telecom, power, and manufacturing.
- He holds a rich academic portfolio with qualifications in B. Com (Hons.), LL.B., F.C.A., F.C.S., and MBF (ICAI), equipping him with a deep understanding of corporate finance, accounts, auditing, corporate laws, civil and criminal laws, mergers and acquisitions, business planning, and new venture launches.
- Throughout his career, Mr. Sunil Rai has held senior-most positions at prestigious organizations including Jet Air Ltd, Inter Globe Enterprises Ltd (IndiGo Airlines), Burlington Air Express India Pvt Ltd (an American multinational), UPS (United Parcel Service), Bestech Ltd, D.S. Constructions Ltd, TDI Infrastructure Ltd, Uniwire Cables India Private Limited and WTC (World Trade Centers, India Franchisee). His extensive experience in Corporate governance, Fund raising, and Strategic business planning has driven growth and innovation across various sectors.