

**NOTICE**

**SHYAM TELECOM LIMITED**

**CIN: L32202RJ1992PLC017750**

**Regd. Office: Shyam House, Plot No. 3, Amrapali Circle,**

**Vaishali Nagar, Jaipur – 302021, Rajasthan, India**

**Ph. – 91-141-5100343, FAX – 91-141-5100310**

**Email Id – investors@shyamtelecom.com, Website – www.shyamtelecom.com**

**NOTICE OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING (“AGM”)**

**TIME – 01:00 P.M.**

**DAY & DATE – Tuesday, 29<sup>th</sup> September, 2020**

**VENUE – Through Virtual Video Conferencing**

To  
The Members,

Notice is hereby given that the Twenty Seventh Annual General Meeting (“AGM”) of the Members of Shyam Telecom Limited will be held through Virtual Video Conferencing, on **Tuesday, 29<sup>th</sup> September, 2020** at 01.00 P.M. to transact the following Businesses:

**ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 together with the Reports of the Directors and Auditors thereon and in this regard to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 together with the Reports of the Directors and Auditors thereon be and hereby received considered approved and adopted.”

2. To re-appoint the retiring Director, Mr. Arun Kumar Khanna, (DIN –00041724), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Arun Kumar Khanna, (DIN –00041724), who retires by rotation in accordance with Section 152 of the Companies Act, 2013 be and is hereby re-appointed as Director.”

**SPECIAL BUSINESS**

3. **TO APPROVE THE POWER OF THE BOARD UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013**

To authorize the Board to Mortgage/Create Charge on properties of the Company for securing Loan and other Financial Assistance and in this regard, to consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**

**“RESOLVED THAT** in supersession of the earlier Resolutions and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any, the consent of the Members be and is hereby accorded to the Board of Directors to pledge, mortgage, hypothecate and/or charge all or any part of the Moveable or Immovable Properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any Movable or Immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks,



Financial Institutions, Investors and any other Lenders or Debenture Trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such Borrowings at any time.

**RESOLVED FURTHER THAT** any Director or the Secretary of the Company be and are hereby authorized severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

**4. TO APPROVE THE BORROWING POWERS TO THE BOARD UNDER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as **Special Resolution**:

**"RESOLVED THAT** in supersession of the earlier Resolutions and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any, consent of the Members be and is hereby accorded to Board of Directors of the Company for borrowing any sum or sums of monies, for and on behalf of the Company from time to time, which together with the Money already borrowed by the Company, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of its paid up capital, free reserves and securities premium, provided that the total amount so borrowed by the Company shall not exceed **Rs. 50 Crores (Rupees Fifty Crores only)**.

**RESOLVED FURTHER THAT** any Director or Secretary of the Company be and are hereby authorized severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

**5. TO AUTHORIZE FOR MAKING DONATION TO BONAFIDE CHARITABLE AND OTHER FUNDS**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 181 of the Companies Act, 2013, Board of Directors of the Company be and are hereby authorized to contribute and/or donate, from time to time, to any Bonafide Charitable and other Funds, amounts not exceeding in aggregate to all such funds taken together up to a sum of **Rs. 1 Crore (Rupees 1 Crore only)** during any Financial Year of the Company.

**RESOLVED FURTHER THAT** any Director or Secretary of the Company be and are hereby authorized severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

**6. TO APPROVE THE LIMITS OF LOAN / GUARANTEE / INVESTMENT BY THE COMPANY AS PER SECTION 186(3)**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as **Special Resolution**:

**"RESOLVED THAT** consent of the Members of the Company be and is hereby accorded pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), to Board of Directors



(hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board), for making investment(s) in excess of limits specified under Section 186 of Companies Act, 2013 from time to time in acquisition of securities of any Body-Corporate or for giving loans, guarantees or providing securities to any Body-Corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding **Rs. 100 Crores (Rupees One Hundred Crores only)**, notwithstanding that such investment and acquisition together with the Company's existing investments in all other Bodies Corporate, Loans and Guarantees given and Securities provided shall be in excess of the limits prescribed under Section 186(3), of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director or Secretary of the Company be and are hereby authorized severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

7. **TO APPROVE THE TRANSACTIONS WITH THINK OF TECHNOLOGIES PRIVATE LIMITED, THINK OF US INDIA PRIVATE LIMITED AND VIHAAN NETWORKS LIMITED**  
To consider and if thought fit, to pass, with or without modification(s), the following Resolution as **Ordinary Resolution**:

"**RESOLVED THAT** consent of the Members of the Company be and is hereby accorded pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, to Board of Directors of the Company to enter into the transactions for sale, purchase of goods, and to provide / avail services to / from the Think of Technologies Private Limited, Think of US India Private Limited and Vihaan Networks Limited, related parties, subject to a maximum aggregate transactions as defined in the table below in any Financial Year with the said related parties, provided that the said transactions, contract and arrangement so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

S. No.	NAME OF THE RELATED PARTIES	LIMITS (IN LAKHS)	
		SALE	PURCHASE
	<b>In the Financial Year 2020-21</b>		
1	Vihaan Networks Limited	50.00	50.00
2	Think of Us India Private Limited	500.00	500.00
3	Think of Technologies Private Limited	500.00	500.00

**RESOLVED FURTHER THAT** any Director or Secretary of the Company be and are hereby authorized severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

**8. TO CLARIFY THE DATE OF FINAL APPROVAL OF BOARD OF DIRECTORS FOR THE DELISTING OF EQUITY SHARES OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the approval of the shareholders granted vide postal ballot notice dated February 13, 2020, results of which were declared on May 05, 2020, for the proposed delisting of the equity shares of the Company from BSE Limited and National Stock Exchange of India Limited, it is placed before the members of the Company for taking on record that the Board of Directors of the Company had first considered the delisting proposal in their meeting held on November 13, 2019 and the final approval of the Board of Directors for delisting of equity shares, after considering the Due Diligence report of the Merchant Banker, pursuant to Regulation 8 of the SEBI (Delisting of Equity Shares) Regulations, 2009 was granted in their meeting held on February 13, 2020.

**RESOLVED FURTHER THAT** all other facts mentioned in the resolution passed pursuant to the postal ballot notice dated February 13, 2020 remains same.”

By Order of the Board of Directors  
**For Shyam Telecom Limited**

Sd/-  
**Prabhat Tyagi**  
Company Secretary

Place – New Delhi

Date – 31<sup>st</sup> August, 2020

**NOTES: -**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively “MCA Circulars”), permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 27<sup>th</sup> AGM of the Company is being convened and conducted through VC.
2. The Company has enabled the Members to participate at the 27<sup>th</sup> AGM through the VC facility provided by Central Depository Services Limited (CDSL). The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
3. As per the provisions under the MCA Circulars, Members attending the 27<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
4. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 27<sup>th</sup> AGM being held through VC.



5. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
6. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 27<sup>th</sup> AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 27<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Corporate Members are required to submit a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting through e-mail at shyamtelecom.cs@gmail.com.
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from **23<sup>rd</sup> September, 2020 to 29<sup>th</sup> September, 2020** (both days inclusive).
9. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item nos. 3 to 7 which set out details relating to Special Businesses at the Meeting, is annexed herewith. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to shyamtelecom.cs@gmail.com.
10. In line with the MCA Circulars, the notice of the 27<sup>th</sup> AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available on the Company's website at www.shyamtelecom.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
11. Members holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent, Indus Portfolio Private Limited, G – 65, Bali Nagar, New Delhi-110015, E-mail: d.kataria@indusinvest.com / pk.mittal@indusinvest.com, Ph: 91-11-47671200, 47671214, Fax: 91-11-25449863 quoting their folio number, any change in their Registered Address along with a copy of any one of the Address Proofs i.e. Voter Identity Card, Aadhaar Card, Electricity / Telephone, Bill, Driving License, Passport or Bank Statement and for change in bank details along with cancelled Cheque and in case the shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
12. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
13. The unclaimed/unpaid dividend for all the previous years has been transferred to the Investor Education and Protection Fund and no claims shall lie against the Company or the said fund in respect of such dividend which remains unclaimed or unpaid for 7 years from the date when they first became due. The members / claimants whose shares, unclaimed dividends, etc. have been transferred to the Fund may claim the Shares or apply for refund by making an application to Investor Education and Protection Fund ("IEPF") Authority in



Form IEPF-5 (available on [iepf.gov.in](http://iepf.gov.in)). The members/claimants can file only one consolidated claim in a financial year as per IEPF Rules.

14. As the 27<sup>th</sup> AGM is being held through VC, the route map is not annexed to this Notice.
15. Members desirous of asking any questions at the AGM are requested to send in their questions through email at [shyamtelecom.cs@gmail.com](mailto:shyamtelecom.cs@gmail.com) at least 7 (Seven) days before the date of ensuing AGM so that the same can be suitably replied to.
16. As per Section 72 of the Companies Act, 2013 the facility for making/ varying /cancelling nominations is available to individuals, holding Shares in the Company. Nominations can be made in Form SH.13 and any variation /cancellation thereof can be made by giving notice in Form SH. 14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrar and Transfer Agent or from the website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).
17. The Securities and Exchange Board of India ("SEBI") has made it mandatory for every participant in the securities / capital market to furnish Income Tax Permanent Account Number ("PAN") for transactions involving transfer, transmission, transposition and deletion of name of the deceased Member(s). Therefore, Members holding Shares in Physical form are requested to furnish their PAN along with self-attested photocopy of the PAN Card to the RTA. Members holding Shares in Demat Form are requested to register the details of their PAN with their DPs.
18. Members holding shares in physical form who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically. However, where the Shares are held by the Members in dematerialized form, the same has to be communicated to his/her Depository Participant for the purpose of receiving any of the aforesaid documents in electronic form.
19. Disclosure pursuant to Regulation 26 and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), with respect to Directors seeking re-appointment / appointment at the AGM is given in the Annexure to the Notice.
20. Members are requested to claim their Unclaimed Shares transferred to "Demat Suspense Account" or the "Unclaimed Suspense Account" as the case may be pursuant to Regulation 39(4) read with Schedule VI of the SEBI (LODR) Regulations, 2015. The Members desiring to claim such Shares will be required to furnish Proof of Identity to enable the Company to verify the same before acting on such request, till settlement of such claim and as per Para E of Schedule VI of SEBI (LODR) Regulations, 2015, Voting rights on such shares shall remain frozen.
21. The Shares of the Company are at present listed on Bombay Stock Exchange and National Stock Exchange. Listing Fees to all the Stock Exchanges had been paid up to 31<sup>st</sup> March 2020.
22. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the 27<sup>th</sup> AGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL)



### 23. Voting through electronic means

The instructions for e-voting are as under:

- A. In case a Member receives an email from CDSL (for Members whose email IDs are registered with the Company/Depository Participants(s):
- (i) Launch internet browser by typing the following website: [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on Shareholders / Members – Login
  - (iii) Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (iv) Enter the character displayed on the Image Verification and Click on Login.
  - (v) If you are holding Shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
  - (vi) If you are a first-time user follow the steps given below:

PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat as well as Physical Shares)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence Number is provided on the website of RTA.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the sequence number and after the first two characters of the name in CAPITAL letters. E.g. If your name is Suresh Kumar with sequence number 1 then enter SU00000001 in the PAN field.</li> </ul>
Date of Birth (DOB) or Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If the details are not recorded with the depository or Company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, Members holding shares in Demat form will now reach '**Password Creation**' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (x) Click on EVSN of "SHYAM TELECOM LIMITED"

- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the Resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image Verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Members can also cast their vote using CDSL’S mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for non-individual Members & Custodians
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**Points to be Remember:**

- A. Once the vote on a Resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.
- B. Those Members, who have not cast their votes by remote e-voting, can cast their vote at the General Meeting by any facility for voting available at the General Meeting.
- C. The voting period begins on 26<sup>th</sup> September, 2020 (10.00 AM) and ends on 28<sup>th</sup> September, 2020 (05.00 PM). During this period Members of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup> September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- D. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- E. The members can opt for only one mode of voting, i.e. either physically by attending AGM or e-voting. If any member opts for e-voting, he/she will not be eligible to vote physically in AGM.
24. The Board of Directors has appointed Mr. Sandeep Mehra, Practicing Company Secretary, (COP No. – 15786) as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the AGM in a fair and transparent manner.
25. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through e-Voting in the presence of at least two witnesses, not in the employment of the Company, and shall make available, not later than 48 Hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor of, or against, if any to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting, which shall be placed on the website of the Company i.e. viz. [www.shyamtelecom.com](http://www.shyamtelecom.com) and also on the website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com), and shall also be communicated to the stock exchanges where the company's shares are listed.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [shyamtelecom.cs@gmail.com](mailto:shyamtelecom.cs@gmail.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.



2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(i) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [shyamtelecom.cs@gmail.com](mailto:shyamtelecom.cs@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.



## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement forms part of the Notice convening the 27<sup>th</sup> AGM

### **ITEM NO. 3**

To finance the Working Capital requirements and the Capital Expenditure programme, the Company would be required to raise Funds through Borrowings and it may be required to have the Borrowings secured by way of Mortgage and / or Charge on the immovable and movable properties of the Company both present and future.

Section 180(1)(a) of the Companies Act, 2013 provides inter alia, that the Board of Directors of a Company shall not without the consent of the Company in General Meeting sell, lease otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings.

Since the mortgaging by the Company of its immovable and movable properties as aforesaid in favour of Financial Institutions/ Banks may be regarded as disposal of the Company's properties/ undertakings, it is necessary for the Members to pass a Resolution under **Section 180(1)(a)** of the Companies Act, 2013 for creation of the Mortgage/ Charge.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the aforesaid Resolution.

The Board recommends the Resolution set out in Item No. 3 for the approval of Members as **Special Resolution**.

### **ITEM NO. 4**

In pursuance of **Section 180 (1) (c)** of the Companies Act, 2013 approval of the members is required to borrow money in excess of the Company's Paid-up Share Capital, its Free Reserves and Securities Premium.

None of the Directors, Key Managerial Personnel (KMP) or their Relatives is concerned or interested in the Resolution except to the extent that he or she is a Director/KMP or holds less than 2% Shares of the Company either directly or indirectly.

The Board recommends the Resolution set out in Item No. 4 for the approval of Members as **Special Resolution**.

### **ITEM No. 5**

As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bonafide charitable and other funds any amount the aggregate of which, in any Financial Year shall not exceed 5% of its average net profits, as determined in accordance with the provisions of Section 198 of Companies Act, 2013 for the three immediately preceding Financial Years.

As required under Section 181 of Companies Act 2013 donation of Rs. 1 Crore (Rupees One Crore only) requires the sanction/approval of Members in General Meeting.

None of the Directors, KMP or their relatives are concerned or interested in the Resolution except to the extent that he or she is a Director/KMP or holds less than 2% shares of the Company either directly or indirectly.

The Board recommends the Resolution set out in Item No. 5 for the approval of Members as **Ordinary Resolution**.



#### **ITEM No. 6**

In order to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making Investment in other Bodies Corporate or granting Loans, giving Guarantee or providing Security to other persons or other Body Corporate or as and when required.

Pursuant to the provisions of **Section 186(3)** of the Companies Act, 2013 and Rules made thereunder, the Company needs to obtain prior approval of Members by way of Special Resolution passed at the General Meeting in case the amount of Investment, Loan, Guarantee or Security proposed to be made is more than the higher of Sixty percent of the Paid up Share Capital, Free Reserves and Securities Premium account or One Hundred percent of Free Reserves and Securities Premium account, whichever is more. Accordingly, the Board of Directors of the Company proposes to obtain approval of Members by way of Special Resolution as contained in the Notice of the AGM for an amount not exceeding Rs. 100 Crores (One Hundred Crores only) notwithstanding that such Investments, outstanding Loans given or to be given and Guarantees and Security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

None of the Directors, KMP or their Relatives is concerned or interested in the Resolution except to the extent that he or she is a Director/KMP or holds less than 2% shares of the Company either directly or indirectly.

The Board recommends the Resolution set out in Item No. 6 for the approval of Members as **Special Resolution**.

#### **ITEM No. 7**

The Audit Committee Members and the Board of Directors of the Company in their respective Meetings held on 29<sup>th</sup> June, 2020 approved the Related Party

Transactions for sale, purchase of goods and to provide / avail services to / from Think of Technologies Private Limited, Think of Us India Private Limited and Vihaan Networks Limited, related parties, subject to a maximum aggregate transaction up to the limits as defined in the table below in any Financial Year. Under the provisions of Sections 188 of the Companies Act, 2013 read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Companies (Meetings of Board and its Powers) Rules, 2014, a transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a Financial Year, exceeds ten percent of the annual consolidated turnover of the Company as per the last Audited Financial Statements of the Company. These provisions further provide that all Materially Related Party Transactions shall require approval of the Members through Special Resolution. Since the transactions with Think of Technologies Private Limited, Think of Us India Private Limited and Vihaan Networks Limited are estimated to be around the amount as defined in the table below in any Financial Year, which exceeds the ten percent of the annual consolidated turnover of the Company as per the audited Financial Statement as on 31<sup>st</sup> March, 2020, the transactions are required to be approved by the Members as Ordinary Resolution. The said transactions are in the ordinary course of business of the Company and wherever required are on a cost-plus appropriate mark-up in adherence with the arms-length principle.



S. No.	Name of Related Party	Maximum Amount
1	Think of Technologies Private Limited	10 Crores
2	Think of US India Private Limited	10 Crores
3	Vihaan Networks Limited	1 Crore

None of the Directors, KMP or their relatives are concerned or interested in the Resolution except Mr. Arun Kumar Khanna, who may be deemed to be interested in the Resolution by virtue of being relative of Director of Think of Technologies Private Limited as well as Think of US India Private Limited and Mr. Rajiv Mehrotra, who may be deemed to be interested in the Resolution by virtue of being on Board of Directors of Vihaan Networks Limited

The Board recommends the Resolution set out in Item No.7 for the approval of Members as **Ordinary Resolution**.

#### **ITEM No. 8**

The resolution placed before the members of the Company vide postal ballot notice dated February 13, 2020 mentioned the date of initial board meeting in which the delisting proposal was considered by the Board and in-principally approved subject to obtaining a Due Diligence Report from a merchant banker and other provisions of the SEBI (Delisting of Equity Shares) Regulations, 2009. However for more clarity, it is being placed before the members that the said delisting proposal was initially proposed in the meeting of the Board of Directors of the Company held on November 13, 2019 and was finally approved in their meeting held on February 13, 2020 after receipt of the due diligence report from merchant banker.

There is no change in any other disclosure made to the shareholders vide their resolution passed through postal ballot notice dated February 13, 2020, result of which was disclosed on May 05, 2020.

The Board recommends the Resolution set out in Item No. 8 for the approval of Members as **Special Resolution**

Mr. Rajiv Mehrotra, Mr. Ajay Khanna, Mr. Alok Tandon and Mr. Arun Kumar Khanna being the Promoters of the Company are interested in this resolution.

None of the Directors / Key Managerial Personnel or their relatives (other than as mentioned above) are concerned or interested in the resolution except to the extent of their shareholding in the Company.



**ANNEXURE TO ITEM NO. 2 OF THIS NOTICE**

Details of Directors seeking re-appointment at the forthcoming AGM (in pursuance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings)

<b>NAME OF THE DIRECTOR –MR. ARUN KUMAR KHANNA</b>	
<b><u>BASIC DETAILS</u></b>	
Director Identification Number (DIN)	00041724
Date of Birth	10.05.1951
Nationality	INDIAN
Date of first appointment on the Board of Directors of the Company	29.05.1998
Qualification	B. Com, LL.B
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL
<b>LIST OF DIRECTORSHIPS HELD IN OTHER COMPANIES (EXCLUDING FOREIGN, PRIVATE AND SECTION 8 COMPANIES)</b>	
<ul style="list-style-type: none"> <li>• AK Skill Developers Limited</li> </ul>	
<b>BRIEF RESUME AND AREA OF EXPERTISE</b>	
<p>Mr. Arun Kumar Khanna, Non-Executive Director, was inducted on the Board in 1998 as Director. He is associated with various reputed institutions like Confederation of India Industries, Indian Institute of Bankers, Indian Institute of Material Management, and Electronics &amp; Computer Software Export Promotion Council. He had been the President of Telecom Manufacturers Association (TEMA). He is responsible for overall operations of the Company including Project Implementation, Cash Flow Management, liaison with DoT, Defense, Railways, Government Departments and various Public and Private Sector Organizations. He actively participates in the activities of various Associations, Institutions, Banks, and Councils of which he is a Member.</p>	