

Corporate Office :

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

New Delhi-110 028 INDIA

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Website : www.shyamtelecom.com

SHYAM
TELECOM LTD

Dated: November 05, 2019

To,

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
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Dear Sir(s),

Sub: Intimation of Board Meeting under Regulation 29 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to consider the Unaudited Financial Results for the Quarter and Half Year ended 30th September, 2019 and Closure of Trading Window as well as Intimation under Regulation 29(1)(c) of the Listing Regulations and Regulation 8(1A)(i) of the Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009 to hold a Meeting of the Board of Directors of Shyam Telecom Limited (the "Company") to consider the proposal of Voluntary Delisting of Equity Shares received from the Promoter and Promoter Group of the Company

This is to inform you that pursuant to the provisions of Regulation 29(1) of Listing Regulations, the Board Meeting of the Company has been scheduled to be held on **Wednesday, November 13, 2019 at 03.30 PM** at the Corporate Office of the Company, i.e., A - 60, Naraina Industrial Area, Phase - I, New Delhi - 110028, inter alia to :

- A. Consider, approve and take on record the **Unaudited Financial Results** of the Company for the **Quarter and Half Year ended 30th September, 2019**.
- B. In terms of Regulation 29(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 8(1A)(i) of the Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009 (the "Delisting Regulations"), we would like to inform you that the Company has received a Letter dated November 04, 2019 from Intell Invofin India Private Limited, Promoter representing the Promoter & Promoter Group of our Company, expressing their intent to give an offer to the Public Shareholders of the Company to acquire entire 38,14,125 Equity Shares of the Company held by Public Shareholders (representing 33.84% of the Paid up Equity Capital of the Company) (the "Delisting Offer") in accordance with the Delisting Regulations and voluntarily delist the Company from National Stock Exchange of India Limited and BSE Limited (the "Delisting Proposal").



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

Phone : 91- 0141- 5100343 Fax : 91 - 0141 - 5100310

CIN : L32202RJ1992PLC017750

Currently, Intell Invofin India Private Limited, along with other Promoters and Promoter Group collectively holds 74,55,875 Equity Shares representing 66.16% of the Paid-up Equity Capital of the Company and are classified as Promoter and Promoter Group of the Company in all regulatory filings. The Promoter and Promoter Group have requested the Company to:

- (a) convene a Meeting of the Board of Directors to consider and approve the proposal to delist the Equity Shares;
- (b) take necessary steps to seek the requisite approval of the Delisting Proposal from the Equity Shareholders of the Company through Postal Ballot and / or e-Voting in accordance with the applicable laws and regulations; and
- (c) undertake all such actions and steps as may be required to be undertaken by the Company under the Delisting Regulations to give effect to the Delisting Proposal.

In view of above, in the Meeting of the Board of Directors of the Company, the following issues shall be considered relating to the Delisting Proposal:

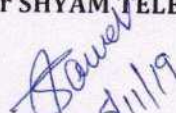
1. To consider the proposal of Voluntary Delisting Proposal made by the Promoter and Promoter Group of the Company;
2. To appoint a Merchant Banker for carrying out Due Diligence as required under Regulation 8(1A)(ii) of the Delisting Regulations; and
3. Any other matters incidental thereto with respect to Delisting Proposal.

In terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 the **Trading Window** shall be closed from **November 02, 2019 to November 18, 2019**.

Kindly take on record the above intimation.

Thanking You,

Yours Sincerely
For SHYAM TELECOM LIMITED


SAURAV GOEL
COMPANY SECRETARY



INTELL INVOFIN INDIA PRIVATE LIMITED

Regd. Off. : A-60, Naraina Industrial Area, Phase-1, New Delhi-110028.
CIN No. U64202DL1996PTC077479 Phone:- +91 011 41411070 Email:- intellinvofin@gmail.com

Date: 4th November, 2019

To,
The Board of Directors
Shyam Telecom Limited
A-60, Naraina Industrial Area Phase - I
New Delhi - 110 028

Sub: Expression of Interest to voluntarily delist the equity shares of Shyam Telecom Limited (the "Company") in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "Delisting Regulations").

Dear Sir's,

We, Intell Invofin India Private Limited, along with other Promoters and Promoter Group persons / entities, as mentioned in Annexure A to this letter, collectively holds 74,55,875 equity shares representing 66.16% of the paid-up equity capital of the Company and are termed as Promoter and Promoter Group of the Company. We are desirous of acquiring the balance 38,14,125 equity shares of the Company held by public shareholders (representing 33.84% of the paid up equity capital of the Company) (the "**Delisting Offer**") in accordance with the Delisting Regulations and voluntarily delist the Company from National Stock Exchange of India Limited and BSE Limited (the "**Delisting Proposal**").

The Delisting Offer, if successful, would provide an exit opportunity to the public shareholders of the Company. The price at which the equity shares will be acquired from the Public Shareholders of the Company under the Delisting Offer will be determined in accordance with the reverse book building process as set out in the Delisting Regulations. The Public Shareholders may tender their shares in the Delisting Offer at any price at or above the 'Floor price' to be determined in accordance with the Regulation 15(2) of the Delisting Regulations (the "**Floor Price**"). The Promoter Group shall have the sole discretion to accept or reject the exit price to be determined through the reverse book building process.

Rationale for the Delisting Proposal

Substantial acquisition of equity shares and voting rights accompanied with delisting of the Company will enable the Promoter and Promoter Group to:

- A. obtain full ownership of the Company, which will in turn provide enhanced operational flexibility to support the Company's business;
- B. save compliance costs and reduction in dedicating management time to comply with the requirements associated with the continued listing, which can be refocused on the Company's Business; and

C. provide an exit opportunity to the public shareholders of the Company.

In view of the above, we believe that the Delisting Proposal can provide the Public Shareholders an opportunity to exit from the Company at a price discovered in accordance with the Delisting Regulations. The final delisting price will be determined in accordance with the reverse book building process as set out in the Delisting Regulations (the "Discovered Price").

Requisition for the Board Approval and Dispatch of Postal Ballot

The Delisting Regulations require that the Delisting Proposal must be approved by (i) the Board of the Company, and (ii) by a special resolution of the equity shareholders of the Company, in which the votes casted in favour of the Delisting Proposal amounts to at least two times of the number of votes cast by the Public Shareholders against it. Such a resolution needs to be passed through postal ballot and e-voting in accordance with the applicable laws and regulations.

Accordingly, we, on behalf of the entire Promoter and Promoter Group request the Board of Directors of the Company to:

- (a) convene a meeting of the Board of Directors to consider and approve the proposal to delist the equity shares;
- (b) take necessary steps to seek the requisite approval of the Delisting Proposal from the equity shareholders of the Company through postal ballot and e-voting in accordance with the applicable laws and regulations; and
- (c) undertake all such actions and steps as may be required to be undertaken by the Company under the Delisting Regulations to give effect to the Delisting Proposal.

Thanking You,

Yours faithfully,

**On behalf of the Promoter and Promoter Group
For Intell Invofin India Private Limited**



**Manish Bhakoo
Company Secretary**

Annexure A

Entities forming part of the Promoter and Promoter Group of the Company

Name of shareholder	No. of shares held	%age holding	of
Ajay Khanna	4,553		0.04
Swapna Tandon	17,570		0.16
Renu Mehrotra, Rajiv Mehrotra	35		0.00
Rajiv Mehrotra	53,130		0.47
Shakti Sarup Puri	10,000		0.09
Tanu Arora	8,750		0.08
Akash Khanna	35		0.00
Udit Mehrotra	35		0.00
Arun Kumar Khanna	490		0.00
Ashish Paul	4,500		0.04
Cellcap Invofin India Private Limited	818,081		7.26
Mehrotra Invofin India Private Limited	1,560,877		13.85
Cellphone Credit and Securities India Private Limited	760,165		6.75
Intell Invofin India Private Limited	1,697,807		15.06
A T Invofin India Private Limited	809,890		7.19
Teletec Finsec India Private Limited	803,913		7.13
Shyam Antenna Electronic Limited	700,000		6.21
Intercity Cables Systems Private Limited	1,749		0.02
Rakesh Kanwer, Suman Kanwer	185,500		1.81
Shammi Khanna	17,500		1.65
Arush Tandon	1,295		0.16
Total →	7,455,875		66.16