

SHYAM

26th ANNUAL REPORT 2019



SHYAM TELECOM LIMITED



CONTENTS OF THE REPORT

S. No.	Particulars	Page No.
1.	Notice of Annual General Meeting	1-11
2.	Directors Report	12-16
3.	Annexures to the Director's Report	17-31
4.	Report on Corporate Governance	32-51
5.	Internal Auditor's Report	52
6.	Independent Auditors Report	53-60
7.	Financial Statements	61-90
8.	Attendance Slip & Proxy Form	91

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 – shyamtelecom.com

NOTICE OF THE TWENTY SIXTH ANNUAL GENERAL MEETING (“AGM”)
TIME – 11.00 A.M.

DAY & DATE – Saturday, 28th September, 2019
VENUE – Hotel Sarovar Portico,
Plot No. – 90, Prince Road, Queens Road,
Vaishali Nagar, Jaipur – 302021, Rajasthan, India

To
The Members,

Notice is hereby given that the Twenty Sixth Annual General Meeting (“AGM”) of the Members of Shyam Telecom Limited will be held at Hotel Sarovar Portico, Plot No. – 90, Prince Road, Queens Road, Vaishali Nagar, Jaipur – 302021, Rajasthan, India on Saturday, 28th September, 2019 at 11:00 A.M. to transact the following Businesses:

ORDINARY BUSINESS

- To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 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 31st March, 2019 together with the Reports of the Directors and Auditors thereon be and are hereby received considered approved and adopted.”

- To re-appoint the retiring Director, Mr. Alok Tandon, (DIN – 00027563), 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. Alok Tandon, (DIN – 00027563), 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 REAPPOINT MR. AJAY KHANNA AS MANAGING DIRECTOR OF THE COMPANY

To approve the appointment and remuneration of Mr. Ajay Khanna (DIN – 00027549), as Managing Director of the Company and in this regard to consider, and if thought fit, to pass with or without modification(s) the following resolution, as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and any amendment thereto from time to time and subject to the necessary approvals, the Company hereby approves the appointment and remuneration of Mr. Ajay Khanna (DIN – 00027549), as Managing Director of the Company for a period of 5 years with effect from 1st May, 2019 to 30th April, 2024 on such terms and conditions as set out below:

SALARY	Rs. 1,00,000/- (Rupees One Lakhs only) per month
MEDICAL REIMBURSEMENT	Medical Expenses incurred by the Managing Director on self and family will be reimbursed subject to the maximum of Rs. 15,000/ (Rupees Fifteen Thousand only) in a year
CONTRIBUTION TO PF, ETC.	Contribution to the Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company.
LEAVE TRAVEL CONCESSION	For self and the family once a year in accordance with the rules of the Company.
GRATUITY	Gratuity payable as per the Rules of the Company.
LEAVE ENCASHMENT	Encashment of leave at the end of the tenure as per the Rules of the Company.

RESOLVED FURTHER THAT in any Financial Year during the currency of the tenure of the Mr. Ajay Khanna, the Company has no profit or its profits are inadequate, the Company will pay the Remuneration as per Schedule V of the Companies Act, 2013 for rest of the period as the case may be and in case the Company pays in excess of the said limits as specified in the Schedules during the stated period then the payment of excess remuneration shall be subject to the approval of appropriate authorities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as maybe deemed necessary or desirable or to settle any questions or difficulty that may arise in such manner as it may deemed fit including but not limited to the filing of any application to the appropriate authorities as may be necessary and desirable to give effect to this Resolution."

4. TO RE-APPOINT MR. ACHINTYA KARATI (DIN – 00024412) AS AN INDEPENDENT DIRECTOR

To reappoint Mr. Achintya Karati (DIN – 00024412) as an Independent Director and in this regard to consider, and if thought fit, to pass with or without modification(s) the following resolution, as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made there under including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the re-appointment of Mr. Achintya Karati (DIN – 00024412) as Independent Director of the Company and continue to hold office for a further period of five years from October 01, 2019 be and is hereby approved."

5. TO RE-APPOINT MR. VINOD JUNEJA (DIN – 00044311) AS AN INDEPENDENT DIRECTOR

To reappoint Mr. Vinod Juneja (DIN – 00044311) as an Independent Director and in this regard to consider, and if thought fit, to pass with or without modification(s) the following Resolution, as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made there under including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the re-appointment of Mr. Vinod Juneja (DIN – 00044311) as Independent Director of the Company and continue to hold office for a further period of five years from October 1, 2019 be and is hereby approved."

6. TO RE-APPOINT MRS. NISHI SABHARWAL (DIN – 06963293) AS AN INDEPENDENT DIRECTOR

To reappoint Mrs. Nishi Sabharwal (DIN – 06963293) as an Independent Woman Director and in this regard to consider, and if thought fit, to pass with or without modification(s) the following Resolution, as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made there under including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the re-appointment of Mrs. Nishi Sabharwal (DIN – 06963293) as Independent Director of the Company and continue to hold office for a further period of five years from October 01, 2019 be and is hereby approved."

7. TO APPOINT MR. RAKESH MALHOTRA (DIN – 01229765) AS AN INDEPENDENT DIRECTOR

To appoint Mr. Rakesh Malhotra (DIN – 01229765) as an Independent Director and in this regard 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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, Mr. Rakesh Malhotra (DIN – 01229765 who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th March, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, read with Schedule IV of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Rakesh Malhotra (DIN – 01229765), who qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years, commencing from conclusion of this AGM.

8. TO APPROVE THE POWER TO 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."

9. 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 a **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."

10. 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 a **SPECIAL RESOLUTION**:

"RESOLVED THAT 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) consent of the Members of the Company be and is hereby accorded 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. 50 Crores (Rupees Fifty 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."

11. 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 an **ORDINARY RESOLUTION**:

"RESOLVED THAT 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, consent of the Members of the Company be and is hereby accorded 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.

S. No.	NAME OF THE RELATED PARTIES	LIMITS (IN LAKHS)	
		SALE	PURCHASE
	In the Financial Year 2019-20		
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."

12. 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. 50 Lakhs (Rupees Fifty Lakhs 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."

By Order of the Board of Directors
For Shyam Telecom Limited
Sd/-
Saurav Goel
Company Secretary

Place - New Delhi

Date - 12th August, 2019

NOTES: -

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A PERSON CANNOT ACT AS PROXY FOR MORE THAN FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE SHARES NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. A PROXY FORM IS ANNEXED TO THIS NOTICE.
3. Members may please note that a Proxy does not have a right to speak at the Meeting and can vote only on poll.
4. Member / Proxy should bring the Attendance Slip duly filled in for attending the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. 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 22nd September, 2019 to 28th September, 2019 (both days inclusive).
7. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item nos. 3 to 12 which set out details relating to Special Businesses at the Meeting, is annexed herewith.
8. 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 / cs@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.
9. In terms of Section 101 and 136 of the Companies Act, 2013, read together with the Rules made thereunder, and to support the green initiative, Electronic copy of the Notice of this Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and Proxy Form is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Notice of the 26th AGM of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this Meeting and the Annual Report will also be available on Company's website www.shyamtelecom.com for their download.

10. As a measure of economy, copies of Annual Reports will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Reports to the Meeting.
11. Members desirous of asking any questions at the AGM are requested to send in their questions so as to reach the Company's Corporate Office Address at least 7 (Seven) days before the date of ensuing AGM so that the same can be suitably replied to.
12. Members/Proxies are welcome at the AGM of the Company. However, the Members/Proxies may please note that no gifts/gift coupons will be distributed at the AGM.
13. 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.
14. 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.
15. 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.
16. Members / Proxies are requested to bring their attendance slip duly filled and signed for attending the meeting along with their copy of Annual Report to the Meeting. Proxies are requested to bring their valid ID proof such as PAN, Voter Card, Passport, Driving License, Aadhaar Card etc.
17. 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.
18. Members desirous of getting information from the Company are required to send their queries to the Company at its registered office well in advance so that the same may reach at least 10 days before the date of the Meeting to enable the management to keep the required information readily available at the Meeting.
19. The unclaimed/unpaid dividend for all the previous years had 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). The members/claimants can file only one consolidated claim in a financial year as per IEPF Rules.
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 31st March 2020.
22. Members may also note that the Notice of the Twenty Sixth AGM and the Annual Report for 2018-19 will also be available on the Company's website www.shyamtelecom.com. The physical copies of the aforesaid documents will also be available at the Registered Office for inspection between 11.00 A.M. to 1.00 P.M. on any working day up to the date of the Meeting. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's investor email id: investors@shyamtelecom.com.
23. 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 26th AGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL)

24. 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 Participant(s):

- (i) Launch internet browser by typing the following website: 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 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"> • 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. • 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.
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 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.
- 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 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 25th September, 2019 (10.00 AM) and ends on 27th September, 2019 (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 21st September, 2019, 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 under help Section or write an email to 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.
25. 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.
26. 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 and also on the website of CDSL viz. www.cdslindia.com, and shall also be communicated to the stock exchanges where the company's shares are listed.

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 26th AGM

Item no. 3

The Board of Directors appointed Mr. Ajay Khanna, Managing Director of the Company w.e.f. 1st May, 2014 to 30th April, 2019 for a period of 5 years vide its Meeting held on 30th May, 2014. The Board has re-appointed Mr. Ajay Khanna as Managing Director of the Company with effect from 1st May, 2019 to 30th April, 2024, for a period of 5 years at remuneration prescribed in the resolutions. As the Company has made a phenomenal progress under his able guidance, therefore the Board reappointed him in its Board Meeting held on 29th May, 2019.

None of the other Director's are interested except Mr. Ajay Khanna himself and his brother Mr. Arun Kumar Khanna. Your Directors recommend the Resolution at Item No. 3 for approval by the members of the Company as **SPECIAL RESOLUTION**.

Item No. 4 – 6

Mr. Achintya Karati, Mr. Vinod Juneja, Mrs. Nishi Sabharwal are Non Executive Independent Directors of the Company. They joined the Company as Directors on 20/07/2004, 28/08/2008, 30/09/2014 respectively.

It is proposed to re-appoint Mr. Achintya Karati, Mr. Vinod Juneja, Mrs. Nishi Sabharwal as Independent Director under section 149 of the Companies Act, 2013 for next term to hold the office w.e.f. 1st April, 2019 to 31st March, 2024.

The Company has received Notice in writing under the provisions of Section 160 of the Companies Act, 2013 proposing the candidatures of Mr. Achintya Karati, Mr. Vinod Juneja & Mrs. Nishi Sabharwal for the office of Independent Director.

The Company has received consent in writing from Mr. Achintya Karati, Mr. Vinod Juneja & Mrs. Nishi Sabharwal to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment & qualification of Directors) Rule 2014. The Company has also received declaration from all the Directors that they meet the criteria of Independent as prescribed under Sub Section (6) of Section 149 of the Companies Act, 2013 and the SEBI (LODR). In the opinion of the Board Mr. Achintya Karati, Mr. Vinod Juneja & Mrs. Nishi Sabharwal are independent of the Management of the Company.

Mr. Achintya Karati, Mr. Vinod Juneja & Mrs. Nishi Sabharwal are not disqualified from being appointed as director in terms of Section 160 of the Companies Act, 2013 and have given their intimation in form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014 to the effect that they are not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

Copy of draft letters for their appointment as Independent Director setting their terms and conditions as available for inspection by Members at the Registered Office of the Company between 11.00 AM to 1.00 P.M. on any working day up to date of the AGM. Mr. Achintya Karati, Mr. Vinod Juneja & Mrs. Nishi Sabharwal are interested in the Resolution set out respectively at Item No. 4 to 6 of the Notice with regards to their respective appointments.

None of the other Director / Key Managerial Person of the Company / their relative is in any way concerned / interest financially or otherwise in these Resolutions.

The Board recommends the **SPECIAL RESOLUTIONS** set out in item no. 4 – 6 for approval of Shareholders.

Item no. 7

Mr. Rakesh Malhotra (DIN – 01229765), was appointed as Additional Director of the Company through the Resolution passed by circulation w.e.f. 30.03.2019 pursuant to Section 161 of the Companies Act, 2013 (“the Act”) and will hold office up to the date of ensuing AGM. The Board recommends the **ORDINARY RESOLUTION** in relation to the appointment of Mr. Rakesh Malhotra as Director for approval by the Members of the Company as set out in item no 7 of the Notice. The Company has received Notice in writing under the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Rakesh Malhotra for the office of Independent Director.

Item no. 8

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. 8 for the approval of Members as **SPECIAL RESOLUTION**.

Item no. 9

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. 9 for the approval of Members as **SPECIAL RESOLUTION**.

Item No. 10

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. 50 Crores (Fifty 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. 10 for the approval of Members as **SPECIAL RESOLUTION**.

Item No. 11

The Audit Committee Members and the Board of Directors of the Company in their respective Meetings held on 29th May, 2019 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 **ORDINARY 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 31st March, 2019, 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	Vihaan Networks Limited	1 Crores
2	Think of US India Private Limited	10 Crores
3	Think of Technologies Private Limited	10 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. 11 for the approval of Members as **ORDINARY RESOLUTION**.

Item No. 12

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. 50 lakhs (Rupees Fifty lakhs 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. 12 for the approval of Members as **ORDINARY RESOLUTION**.

ANNEXURE TO ITEM NO. 2 to 7 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)

Name	Mr. Alok Tandon	Mr. Ajay Khanna	Mr. Achintya Karati	Mr. Vinod Juneja	Mrs. Nishi Sabharwal	Mr. Rakesh Malhotra
Date of Birth / Age	05.03.1961	25.12.1956	23.03.1946	20.04.1949	28.08.1960	30.01.1957
Date of First Appointment	30.01.1993	03.07.1992	20.07.2004	29.08.2008	30.09.2014	30.03.2019
Qualification	Chartered Accountant	B.Com, Diploma in Leather Technology	Bachelor in Law, Bachelor in Commerce	B. Com. (Hon.), M. Com., L.L.B. & Ph D.	Masters in Economics, Microeconomics, Macroeconomics, Indian Economics, Statistics	Engineering Graduate and Diploma in Marketing
Shareholding in the Company	-	4,553	-	-	35	-
No. of Board Meetings attended during the FY 2018-19	1	4	4	3	4	N/A
List of outside Company Directorships held in the Listed Company	-	-	Sangam (India) Ltd., J.K. Cement Ltd. Jay Bharat Maruti Limited Delton Cables Ltd. Uflex Ltd.	Shrishti Infrastructure Development Corporation Limited	Globus Power Generation Limited	-
Brief Resumes	Given in the Following Table					

Mr. Alok Tandon - Mr. Alok Tandon is a qualified Chartered Accountant and a successful entrepreneur, having started his career with a leading consumer Company and thereafter turned entrepreneur in Telecom and other sectors. He is credited with successful buildup of Shyam Telecom, a large Telecom Operator in India; created significant Shareholder value through partial divestments and strategic tie-ups. This apart he also has a successful track record of making strategic and Financial Investments from personal Balance Sheet. Mr. Alok Tandon has deep expertise of building businesses and making and managing long term Investments. Also was responsible in acquiring few Companies in the Fertilizer Sector, Power Sector and also in the Real Estate Sector, etc. He was actively involved in promoting various Business of Shyam Group Viz, Telelink and Essel Shyam. He successfully did an IPO of Shyam Telecom in 1994 which got an Overwhelming response and over Subscribed by 25 times.

Mr. Ajay Khanna - Mr. Ajay Khanna, a visionary, an able administrator with huge business acumen who is also one of the founder Promoter of SHYAM TELECOM GROUP. The rise of SHYAM group has the hard work, great insight of Sh. Ajay Khanna. He has been principally involved in setting up Distributors/Channel Network for Cable TV and Cellular Business and also co-ordination and high level liason with all Local Authority/Statutory Regulatory bodies to ensure smooth function of various group companies. He promoted various Business of Shyam Group Viz; Hexacom, Telelink & Essel Shyam. He successfully did an IPO of Shyam Telecom in 1994 which got an Overwhelming response and over Subscribed by 25 times. He is heading the Commercial Operations as well as Financial Management's and Credit Monitoring for the group, Financial/ Technical Operations of the Group. He was instrumental in creating a consortium and closing the financing for the Cellular and V-SAT business of the Group. He is also responsible for exploring new expansion opportunities in the telecom sector, raising resources for their successful financial closure besides financial planning.

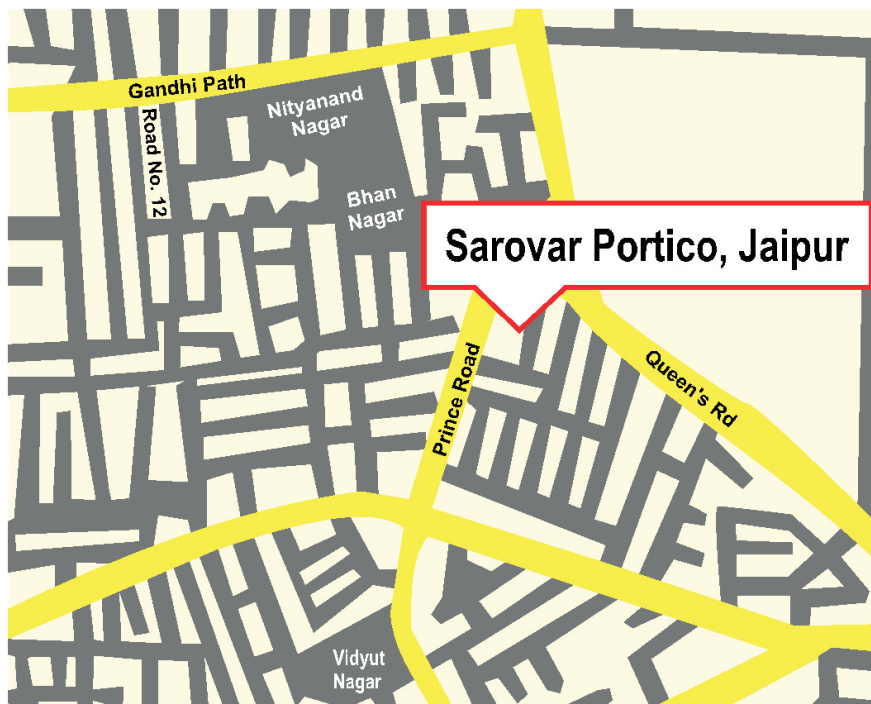
Mr. Achintya Karati - Mr. Achintya Karati, an Independent and Non-Executive Director, was inducted on the Board in 2004. Mr. Karati was associated with ICICI, a Public Financial Institution (which was subsequently converted into bank) from 1978 to April 2004. After retirement from ICICI Bank in April 2004, Mr. Karati served as Senior Advisors of ICICI Securities Limited, ICICI Bank Ltd. and ICICI Prudential Life Insurance Company Limited. Mr. Karati was also associated with NCDEX, a Commodity Exchange promoted by ICICI, NABARD, NSC, CRISIL and IFFCO as Head Govt. & Institutions. Mr. Karati was also associated with Ratnakar Bank from June 2012 to 31st March 2014. Before Ratnakar Bank Mr. Karati was Senior Country Advisor of Yes Bank Limited for a period of 2 years from June 2010. Before ICICI, Mr. Karati was Company Secretary in a Private Sector Group of Companies at Kolkata and was looking after their Secretarial Legal, Commercial & Corporate Affairs. In all he has vast experience in the financial and legal fields spanning for 33 years. He served as Country Head of Government and Institutional Solutions Group, ICICI Bank Limited looking after Government Departments and Public Sector Undertaking across the Country having four Zonal Managers stationed at North, South, East & West. He also served as Senior General Manager of ICICI Bank for Government Banking Group & Rural, Micro Credit and Agri Business Group. Before aforesaid, he served ICICI Limited as Deputy Zonal Manager (North) and Head of Major Client Group (North), this group was dedicated to large private and public sector companies for all their financial requirements.

Mr. Vinod Juneja - Mr. Vinod Juneja, an Independent and Non-Executive Director, was inducted on the Board of the Company in August 2008. He earlier was the Managing Director of Braj Binani Group of Industries (Metals, Cements, Zinc & Glass Fibre). He had also been the Dy. Managing Director, Bank of Rajasthan, previously, and represented the Bank on the Board of Bharat Overseas Bank Ltd. (now Indian Overseas Bank) as Chairman. He started his banking career from Syndicate Bank and achieved remarkable performance for Bank's growth and development by working in various capacities as Branch Head, Development Officer and Lead District Manager. Due to the later's initiative, the Bank was able to set up first RRB of the Country. During the period 1981 to 1989, he joined Export-Import Bank (EXIM Bank) and became instrumental in formulation and implementation of various schemes and project exports in various capacities as Manager and Regional Representative in Northern India. Further, he joined SANWA Bank of Japan as Dy. C.E.O. He was also associated with the Choung Bank of South Korea as Dy. C.E.O. and established the Bank's Business Operations in India, right from obtaining RBI & Government approval to setting up the branch. He was also associated with Sumitomo Bank of Japan (now known as Sumitomo Mitsui Banking Corporation - after merger of Sakura Bank) as Dy. C.E.O. Further, he remained associated with many big Corporate of the World such as Suzuki Motors, Honda Motors, Sony, Mitsubishi Corporation etc. Mr. Juneja played a vital role in disinvestments in various PSUs including MUL, HZL, HCL, Jacob & Co., Air India etc. by providing advisory and consultancy services and making presentations to the Government in co-ordination with Credit Analysis and Research Ltd. (CARE). Last but not the least, Dr. Juneja was a Member of the Personnel & Legal Committee and Bank's Sports Board of the Indian Banks' Association during the period from 2004 to 2007. As recognition of his services in various fields he received various awards, some of which are: "UDYOG RATNA AWARD", "BHARAT GAURAV AWARD", "GOLD STAR AWARD" & "INTERNATIONAL GOLD STAR AWARD", Achievers Excellence Award by the NRI Institute, ASMs' Award for Excellence-2012 by Audyogik Shikshan Mandal, Pune; Unique Achiever Award' by the Public Relations Council of India."

Mrs. Nishi Sabharwal – Mrs. Nishi Sabharwal, Woman Director & Independent Director was inducted on Board on September 30, 2014. Mrs. Sabharwal is a Masters in Economics, from Agra University. In a career spanning 30 years, she has held numerous senior positions across various business segments. She has worked with the largest multinational bank for 12 years across business segments. Worked with the third largest Indian Private bank for 3 years. She is specialized in Client Experience Management, Relationship Banking, Wealth Management, Investment Advisory, Private Banking, Business Banking, International Trade Services, Branch Banking, Team Building Management, Business Development, and Channel Management.

Mr. Rakesh Malhotra – Mr. Rakesh Malhotra is the co-founder & Chairman of Symbiotic Sciences Private Limited ("SSPL"), an Ag-Biotech Company focused on realizing and maximizing the potential of bio-resources for sustainable agriculture. SSPL is the World's largest producer of Mycorrhizal fungi that improves Plant Health and helps enhance yield and Plant productivity, while reducing the need for Chemical Fertilizer input. He is also co-founder of Vardan Agrotech LLP, a Start-up that is performing path-breaking research in developing organic formulations for hydroponics and precision agriculture, with a vision to produce healthy, high quality, affordable organic food. Previously, he was the Co-founder and Managing Director of India's largest specialized Cable Manufacturing Company known as Cords Cable Industries Limited ("CCIL"), that he took Public (BSE Listed) in 2008. He spent over 30 years in the Cable Industry.

Road Map of Sarovar Portico



DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Twenty Sixth Annual Report on the Business and Operations of the Company and the accounts for the Financial Year ended March 31, 2019.

FINANCIAL SUMMARY

The Company's Financial Performance for the Year under review along with Previous Year figures are given hereunder:

FINANCIAL PERFORMANCE

(Rupees in Lakhs)

PARTICULARS	Financial Year 2018-2019*	Financial Year 2017-2018*
A. Revenue from Operations	864.50	2,368.40
B. Other Income	493.13	395.39
C. Total (A + B)	1,357.63	2,763.79
D. Profit / (Loss) before Exceptional Items and Tax	-226.36	14.58
E. Exceptional Items/Loss -Discontinuing Operations	1,000.00	-
F. Profit / (Loss) Before Tax	-1,226.36	14.58
G. Less: Tax	-	0.95
H. Net Profit (F - G)	-1,222.05	13.63
I. Other Comprehensive Income / (Loss)	17.38	1.26
J. Total Comprehensive Income (H + I)	-1,235.93	14.89

*Figures are as per IndAS

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE

During the Year under review your Company registered a Turnover of Rs. 864.50 Lakhs as compared to a Turnover of Rs. 2,368.40 Lakhs during the previous Financial Year ended March 31, 2018. Revenue from Operations for the Year ended March 31, 2019 has decreased by 63.50 % over the corresponding last Year. Therefore, the Total Comprehensive Income for the period under review was in negative Rs. 1,235.93 Lakhs as compared to a Profit of Rs. 14.89 lakhs in the corresponding last Year.

Your Company is exploring other avenues for business and is in discussions / negotiations with various vendors.

SHARE CAPITAL

The Authorized Share Capital of your Company as on March 31, 2019 stands at Rs. 75 Crores divided into 5 Crores Equity Shares of Rs. 10/- each and 25 Lakhs Redeemable Preference Share of Rs. 100/- each. The Paid-up Share Capital of your Company is Rs. 11,27,00,000 divided into 1,12,70,000 Equity Shares of Rs. 10/- each, fully paid-up.

DIVIDEND

No Dividend was declared for the current Financial Year due to consistent losses incurred by the Company.

TRANSFER TO RESERVES

The Company does not propose to transfer amount to the General Reserve out of the amount available for appropriation and considered it appropriate to retain the same in the profit and loss account.

NATURE OF BUSINESS

The Company is primarily engaged in the business of trading of Mobile accessories in India.

SUBSIDIARY / ASSOCIATE / JOINT VENTURE COMPANY

The Company had no Subsidiary, Associate or Joint Venture Company during the reporting period. The Company earlier had one foreign Subsidiary, namely Shyam Telecom Inc incorporated under the laws of State of Delaware but it had been dissolved with effect from 22nd December, 2015. Accordingly, the requirement to prepare and annex the Consolidated Financial Statements is not applicable.

PUBLIC DEPOSIT

During the Year under review, your Company has not accepted any deposit under Section 73 or any other provisions of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 or any amendment thereto.

COST RECORDS

Your Company is not required to maintain cost records as prescribed under Companies Act, 2013.

INDIAN ACCOUNTING STANDARD (IND AS)

The Financial Results for the year 2018-19 have been prepared in accordance with Ind AS, the relevant Rules issued thereunder and the other recognized accounting practices and policies to the extent applicable.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONS ("KMP")

Your Company's Board is duly constituted and is in compliance with the requirements of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") which is as follows:

Mr. Rajiv Mehrotra	–	Chairman and Director
Mr. Ajay Khanna	–	Managing Director
Mr. Alok Tandon	–	Non-Executive Director
Mr. Arun Kumar Khanna	–	Non-Executive Director
Mr. Achintya Karati	–	Independent Director
*Mr. Narendra Kumbhat	–	Independent Director
Mr. Vinod Juneja	–	Independent Director
*Mr. C.S. Malhotra	–	Independent Director
Ms. Nishi Sabharwal	–	Independent Women Director
*Mr. Rakesh Malhotra	–	Independent Director

*Mr. Rakesh Malhotra, was appointed as an Additional Director (Non-Executive and Independent) on the Board of the Company w.e.f. 30th March, 2019 and Mr. Chander Sain Malhotra and Mr. Narendra Kumbhat had ceased to become the Directors of the Company with effect from 31st March, 2019.

The Cessation of Mr. Chander Sain Malhotra and Narendra Kumbhat as an Independent Director of the Company was in Compliance with the Recommendations of Kotak Committee and Listing Regulations. The Board places on record its appreciation for the contribution and guidance provided by Mr. Chander Sain Malhotra and Mr. Narendra Kumbhat during their tenure as Independent Directors of the Company.

The Company has following KMPs

Mr. Ajay Khanna	–	Managing Director (“MD”)
Mr. Gursharan Singh	–	Chief Executive Officer (“CEO”)
Mr. Vinod Raina	–	Chief Financial Officer (“CFO”)
Mr. Saurav Goel	–	Company Secretary (“CS”)

During the Year under review, total four Meetings of the Board of Directors of your Company were held, i.e., on 29th May, 2018, 11th August, 2018, 5th November, 2018 and 12th February, 2019. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. Details of Board Composition and Board Meetings held during the Financial Year 2018-19 have been provided in the Corporate Governance Report which forms part of this Annual Report.

During the Year under review, Mr. Arun Kumar Khanna (DIN – 00041724) who retired at the 25th Annual General Meeting (“AGM”) was reappointed as a Director of the Company. Mr. Alok Tandon (DIN – 00027563), Non-Executive Director is due to retire by rotation at the ensuing AGM and being eligible, offers himself for reappointment. Your Board recommends reappointment of Mr. Alok Tandon as a Director of the Company, liable to retire by rotation. The members are requested to consider and approve his re-appointment. Mr. Achintya Karati, Mr. Vinod Juneja and Ms. Nishi Sabharwal were appointed as an Independent Director at the Twenty First AGM held on September 29, 2014 for a period of Five years. The aforesaid Independent Directors, being eligible, the Board recommends their re-appointment for a second term of five years at the ensuing AGM for the approval of the members by way of Special Resolution. The members are requested to consider and approve their re-appointment. A resolution seeking Shareholders' approval for their appointment forms a part of the Notice.

Mr. Ajay Khanna was appointed as a Managing director at the Twenty First AGM held on September 29, 2014 for a period of Five years. The Board recommends his re-appointment for another term of Five years at the ensuing AGM for the approval of the members by way of Special Resolution. The members are requested to consider and approve his re-appointment.

In accordance with Regulation 36(3) of the Listing Regulations and Secretarial Standards, the brief profile and particulars of all the Directors seeking reappointment / re-designation is given in the Annexure to the Notice convening the AGM.

All the Directors of the Company have confirmed that they are not disqualified from being staying on the Board of directors in terms of Section 164(2) of the Companies Act, 2013 and they have also submitted Declaration to that effect.

INDEPENDENT DIRECTORS' MEETING

In compliance with the requirements of Schedule IV of the Act, a Meeting of the Independent Directors was held on 12th February, 2019, without the participation of the Executive Directors or Management Personnel.

The Independent Director carried out performance evaluation of Non-Independent Directors and the Board of Directors as a whole, performance of Chairman of the Company, the quality, contents and timeliness of flow of information between the Management and Board, based on the performance evaluation framework of the Company.

DECLARATION OF INDEPENDENT DIRECTORS

All Independent Directors of your Company have submitted a Declaration that they meet the criteria of Independence as provided in Section 149(6) and 149(7) of the Act and Regulation 16(1)(b) of the Listing Regulations and there is no change in their status of Independence. As required under Section 149(7) of the Act, the said declaration was placed in the Board Meeting held on 29th May, 2019.

BOARD ANNUAL EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Committees of the Board as a whole, and Individual Directors pursuant to the provisions of the Act and Listing Regulations. The performance of the Board was evaluated by the Board after seeking Inputs from all the Directors on the basis of criteria such as the Board Composition and Structure, effectiveness of Board processes, Information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of criteria such as the composition of Committees, effectiveness of Committee Meetings, etc. The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India (“SEBI”) on January 5, 2017 In a separate Meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. The Board and the Nomination and Remuneration Committee reviewed the performance of Individual Directors on the basis of criteria such as the contribution of the Individual Director to

the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in Meetings, etc. In the Board Meeting that followed the Meeting of the Independent Directors and Meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees, and Individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated

TRANSFER OF SHARES IN RESPECT OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF) AUTHORITY

Pursuant to Section 124 (6) of the Companies Act 2013 read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules 2016 ("IEPF Rules"), the Company after giving due Notice in writing to the Shareholders of those Shares, in respect of which the dividend remained unclaimed for more than 7 consecutive years, transferred the respective Shares to IEPF Authority in the Month of July, 2019. Corporate action taken in this regard was made through NSDL. Details of such Shareholders whose shares are transferred to the IEPF and their unpaid dividends are available on the website of the Company as well as IEPF Authority.

Shareholder may note that both the Unclaimed Dividend and corresponding shares transferred to the IEPF including all benefits accruing on such shares, if any, can be claimed back from IEPF following the procedure prescribed in the IEPF Rules. No claim could be made in respect thereof with the Company.

FAMILIARISATION PROGRAMME MODULE

The Company familiarizes the Independent Directors with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the Industry in which the Company operates, operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel. The Familiarization Program Module for Independent Directors of the Company has been adopted by the Board of Directors. The particulars of familiarization program for Independent Directors can be accessed on the Company's Website www.shyamtelecom.com in terms of the provisions of Regulation 46(2)(i) of Listing Regulations.

CODES AND POLICIES OF THE COMPANY

Company's policies on (i) Familiarization Programme Module (ii) Nomination and Remuneration Policy (iii) Performance Evaluation Policy (iv) Related Party Transaction Policy (v) Sexual Harassment Policy (vi) Preservation of Records Policy (vii) Determining Materiality and Archival of Disclosures Policy (viii) Code of Practices and Procedures and Code of Conduct to Regulate, Monitor and Report Trading in Securities and Fair Disclosure of Unpublished Price Sensitive Information are placed on Company's Website www.shyamtelecom.com

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company has established a Vigil Mechanism Program for overseeing the genuine concerns expressed by the Employees and other Directors. The Company has also provided adequate safeguards against victimization of Employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of the Employees.

Your Company believes in the conduct of the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. To develop a culture where it is safe for all Directors and Employees to raise genuine concerns or grievances, the Company established Vigil Mechanism for Directors and Employees in pursuance of Regulation 22 of Listing Regulations and Section 177(9) of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company has adopted under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, a policy for prevention of Sexual Harassment of Women at workplace and has set up a Committee for implementation of said policy. A detail of Constitution of the Committee has been given in Corporate Governance Report.

The Company is committed to uphold and maintain the dignity of women employees and it has in place a policy which provides for protection against sexual harassment of women at work place and for prevention and redressal of such complaints. During the Year under review, no such Complaint was reported to the said Committee.

POLICY ON INSIDER TRADING

Your Company has a Code of Conduct for Prevention of Insider Trading as well as Code of Practices and Procedures and Code of Conduct to Regulate, Monitor and Report Trading in Securities and Fair Disclosure of Unpublished Price Sensitive Information with a view to regulate trading in Securities by the Directors and Designated employees of the Company in line with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provision of Section 134(3)(c) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief, confirm that:

- i) in the preparation of the Annual Accounts for the Year ended 31st March 2019, the applicable Accounting Standards read with the requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.
- ii) the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company as at 31st March, 2019 and of the profit/ loss of the Company for the Year ended as on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in the accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the annual accounts have been prepared on a going concern basis.
- v) the directors had laid down Internal Financial Controls which are followed by the Company and that such Internal Financial Controls are adequate and are operating effectively.

- vi) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

AUDITORS

At the Twenty-Fourth AGM held on September 29, 2017 the Members approved appointment of M/s. VGM & Company, Chartered Accountants (Firm Registration No. 029823N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Twenty-Ninth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away with by the Companies (Amendment) Act, 2017 read with Proviso to Section 139(1) of the Companies Act, 2013 read with explanation to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.

AUDITORS REPORT

The observations made in the Statutory Auditor's Report presented by M/s. VGM & Company read with relevant Notes to the accounts of the Company for the Financial Year ended 31st March, 2019, are self-explanatory and hence, do not call for any comments under Section 134(3)(f) of the Companies Act, 2013. Secretarial Auditors' Report does not contain any qualification, reservations, adverse remark or disclaimer. There are no frauds which are committed by the Company and therefore no such fraud has been reported by the Auditor under Section 143(12) of the Companies Act, 2013.

INTERNAL AUDITORS

Pursuant to the provisions of the Section 138 of the Act, the Board of Directors of the Company had appointed M/s Padam Dinesh & Company, Chartered Accountants as Internal Auditor of the Company for the Financial Year 2018-19. Internal Audit Report forms part of this Annual Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as **"Annexure - I"** to this Report. The extract is also available on the Company website (www.shyamtelecom.com) and can be read from there.

SECRETARIAL AUDIT

In terms of the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company appointed M/s. A.N. Kukreja & Company, a Practicing Company Secretary to conduct the Secretarial Audit of your Company for the Financial Year ended 31st March, 2019. The Secretarial Audit Report in Form MR-3 is annexed herewith as **"Annexure - II"**. The Secretarial Audit Report does not contain any qualification, reservations or adverse remark.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE

The Statement of Disclosure of Ratio of Remuneration and other Details under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('Rules'), is appended as **"Annexure III"** to the Report.

RELATED PARTY TRANSACTIONS

During the Financial Year ended March 31, 2019, all transactions with the Related Party as defined under the Companies Act, 2013 read with Rules framed there-under were in the 'Ordinary Course of Business' and 'at arm's length' basis. There has been no materially significant Related Party Transactions having potential conflict with the interest of the Company.

Pursuant to Section 177 of the Act and Regulation 23 of Listing Regulations, all Related Party Transactions were placed before the Audit Committee for its approval.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's Website. The Details of the Related Party Transactions as required under Accounting Standard – 18 are set out in Note No. 35 to the Financial Statements forming part of this Annual Report. The Form AOC- 2 pursuant to Section 134 (3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as **"Annexure-IV"** to this Report.

CONSERVATION OF ENERGY, ABSORPTION OF TECHNOLOGY, FOREIGN EXCHANGE EARNINGS AND OUTGO

In compliance with the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, a Statement containing Information on conservation of energy, technology absorption, foreign exchange earnings and outgo of the Company is annexed to this Board's Report and marked as **"Annexure - V"**.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the Year under review, as stipulated under Regulation 34 of the Listing Regulations, is presented in a separate section forming part of the Annual Report as **"Annexure - VI"**.

CORPORATE SOCIAL RESPONSIBILITY

Your Company has constituted a Corporate Social Responsibility ("CSR") Committee to facilitate its CSR related operations in compliance with the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules 2014. As per the relevant provisions of the Companies Act, 2013, the Company is not required to incur any expenditure in pursuance of the CSR policy. The composition of the CSR Committee of your Company has been provided in the Corporate Governance Report which forms part of this Annual Report.

INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Your Company has established and maintained adequate Internal Financial Controls with respect to Financial Statements. Such Controls have been designed to provide reasonable assurance with regard to providing reliable Financial and Operational information. During the Year, such Controls were operating effectively and no material weaknesses were observed. The Internal Auditor prepares regular reports on the review of the systems and procedures and monitors the actions to be taken.

INDUSTRIAL RELATIONS HUMAN RESOURCE AND INDUSTRIAL RELATION

The Company remains regularly in touch with each employee for the redressal of their grievances and maintains high quality standards for them. The industrial relations of your Company are normal.

NOMINATION AND REMUNERATION POLICY

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 19 of Listing Regulations, the Company is having Nomination and Remuneration Policy framed on the recommendations of the Nomination and Remuneration Committee for determining Qualifications, Positive Attributes, Independence of a Director etc.

The salient aspects covered in the Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of this Report and is also available on the Website of the Company www.shyamtelecom.com.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the SEBI. The Company has also implemented several best Corporate Governance practices as prevalent, globally. As per Regulation 34(3) read with Schedule V(C) of the Listing Regulations, a Report on Corporate Governance together with a Certificate from Mr. Sandeep Mehra, Practicing Company Secretary confirming compliance with the conditions of the Corporate Governance is annexed herewith and forms part of this Annual Report.

FINANCE AND BORROWINGS

Your Company had availed Working Capital Loan Facility of up to Rs. 5 Crores (Five Crores) in the Financial Year 2017-18. During the period under review, your Company had not availed any Loans or Borrowings.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of Loans, Guarantees and Investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, for the Financial Year 2018-19

are disclosed in the Notes to the Financial Statements provided in this Annual Report.

COMPOSITION OF AUDIT COMMITTEE

The Board of Directors of your Company has a duly constituted Audit Committee in terms of the provisions of Section 177 of the Companies Act, 2013 read with the Rules made there-under and Regulation 18 of the Listing Regulations. The terms of reference of the Audit Committee has been approved by the Board of Directors. The Information in respect of the Composition of the Audit Committee, Scope, Brief Terms of Reference, and Number of Meetings held during the Year under Review and other relevant details have been provided in the Corporate Governance Report which forms part of this Annual Report.

The Board has accepted all Recommendations made by the Audit Committee during the Year under Review.

SIGNIFICANT AND MATERIAL LITIGATIONS / ORDERS

During the Year under review, your Company has settled the claims of ICOMM Tele Limited (earlier known as ARM Limited) by entering into a Settlement Agreement and discharged all its liabilities towards the claims of ICOMM Tele Limited. Besides, there were no significant material orders passed by the Regulators / Courts / Tribunals.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the Financial Year of the Company and date of this Report

CONFIRMATION OF COMPLIANCE OF SECRETARIAL STANDARDS

The Company has complied with applicable Secretarial Standards during the year under review.

ACKNOWLEDGEMENT

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities, Customers, Vendors and Members during the Year under review. The Boards of Directors also wish to place on record its deep sense of appreciation for the committed services by the Company's Executives, Staff and Workers.

For and on Behalf of the Board of Directors

SHYAM TELECOM LIMITED

Sd/-
AJAY KHANNA
Managing Director

Sd/-
NISHI SABHARWAL
Director

Place - Delhi
Date - 12th August, 2019

ANNEXURE I TO THE DIRECTOR'S REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31.03.2019
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L32202RJ1992PLC017750
2	Registration Date	03 rd July, 1992
3	Name of the Company	SHYAM TELECOM LIMITED
4	Category/Sub-category of the Company	Public Company having Share Capital Limited by Shares
5	Address of the Registered office & contact details	Shyam House, Plot No. 3, Amrapali Circle, Vaishali Nagar, Jaipur, Rajasthan - 302021 Telephone with STD Area Code Number - 91-141-5100343 Fax No. - 91-141-5100310 Email Id :- investors@shyamtelecom.com / shyamtel1992@gmail.com Website - www.shyamtelecom.com
6	Whether listed company	Yes Bombay Stock Exchange (BSE) (517411) The National Stock Exchange of India Limited (NSE) (SHYAMTEL)
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Indus Portfolio Private Limited G-65, Bali Nagar, New Delhi - 110015, India Email - d.kataria@indusinvest.com / cs@indusinvest.com Ph: 91-11-47671200, 47671214 Web: www.indusinvest.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Wholesale of Telephone, Mobile Phone and Communications Equipment and parts	46524	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	No Subsidiary				

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	106,706	-	106,706	0.95%	99,098	-	99,098	0.88%	-7.13%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	7,152,482	-	7,152,482	63.46%	7,152,482	-	7,152,482	63.46%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	7,259,188	-	7,259,188	64.41%	7,251,580	-	7,251,580	64.34%	-0.10%
(2) Foreign									
a) NRI Individuals	204,295	-	204,295	1.81%	204,295	-	204,295	1.81%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	204,295	-	204,295	1.81%	204,295	-	204,295	1.81%	0.00%
TOTAL (A)	7,463,483	-	7,463,483	66.22%	7,455,875	-	7,455,875	66.16%	-0.10%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	70	70	0.00%	-	-	-	0.00%	-100.00%
b) Banks / FI	35	350	385	0.00%	70	-	70	0.00%	-81.82%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	35	-	35	0.00%	35	-	35	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	35	-	35	0.00%	-	-	-	0.00%	-100.00%
Sub-total (B)(1):-	105	420	525	0.00%	105	-	105	0.00%	-80.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	160,598	1,785	162,383	1.44%	254,531	945	255,476	2.27%	57.33%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2,229,157	27,351	2,256,508	20.02%	2,143,950	27,401	2,171,351	19.27%	-3.77%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	709,956	-	709,956	6.30%	784,762	-	784,762	6.96%	10.54%
c) Others (specify)	14,105	-	14,105	0.13%	14,105	-	14,105	0.13%	0.00%
Non Resident Indians	584,893	-	584,893	5.19%	583,380	-	583,380	5.18%	-0.26%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	51,911	-	51,911	0.46%	1,617	-	1,617	0.01%	-96.89%
Clearing Houses	22,907	-	22,907	0.20%	-	-	-	0.00%	-100.00%
Trusts	3,329	-	3,329	0.03%	3,329	-	3,329	0.03%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	3,776,856	29,136	3,805,992	33.77%	3,785,674	28,346	3,814,020	33.84%	0.21%
Total Public (B)	3,776,961	29,556	3,806,517	33.78%	3,785,779	28,346	3,814,125	33.84%	0.20%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	11,240,444	29,556	11,270,000	100.00%	11,241,654	28,346	11,270,000	100.00%	0.10%

(ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the Year
		No. of Shares	% of Total Shares of the Company	% of Shares pledged/encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged / encumbered to Total Shares	
1	Mehrotra InvoFin India Private Limited	1,560,877	13.85%	-	1,560,877	13.85%	-	0.00%
2	Cellphone Credit & Securities India Private Limited	760,165	6.75%	-	760,165	6.75%	-	0.00%
3	Shyam Antenna Electronic Limited	700,000	6.21%	-	700,000	6.21%	-	0.00%
4	Intell InvoFin India Private Limited	1,697,807	15.06%	-	1,697,807	15.06%	-	0.00%
5	A T InvoFin India Private Limited	809,890	7.19%	-	809,890	7.19%	-	0.00%
6	Teletec Finsec India Private Limited	803,913	7.13%	-	803,913	7.13%	-	0.00%
7	Cellcap InvoFin India Private Limited	818,081	7.26%	-	818,081	7.26%	-	0.00%
8	Intercity Cables Systems Private Limited	1,749	0.02%	-	1,749	0.02%	-	0.00%
9	Mr. Arush Tandon	1,295	0.01%	-	1,295	0.01%	-	0.00%
10	Mr. Rajiv Mehrotra	53,130	0.47%	-	53,130	0.47%	-	0.00%
11	Mr. S S Puri	17,608	0.16%	-	10,000	0.09%	-	-43.21%
12	Mr. Alok Tandon	-	0.00%	-	-	0.00%	-	0.00%
13	Mrs. Tanu Arora	8,750	0.08%	-	8,750	0.08%	-	0.00%
14	Mr. Ajay Khanna	4,553	0.04%	-	4,553	0.04%	-	0.00%
15	Mr. Arun Kumar Khanna	490	0.00%	-	490	0.00%	-	0.00%
16	Mrs. Renu Mehrotra	35	0.00%	-	35	0.00%	-	0.00%
17	Mr. Rakesh Kanwar	185,500	1.65%	-	185,500	1.65%	-	0.00%
18	Mrs. Shammi Khanna	17,500	0.16%	-	17,500	0.16%	-	0.00%
19	Mr. Akash Khanna	35	0.00%	-	35	0.00%	-	0.00%
20	Mr. Udit Mehrotra	35	0.00%	-	35	0.00%	-	0.00%
21	Mr. Ashish Paul	4,500	0.04%	-	4,500	0.04%	-	0.00%
22	Mrs. Swapna Tandon	17,570	0.16%	-	17,570	0.16%	-	0.00%
	Total	7,463,483	66.22%	-	7,455,875	66.16%	-	-0.10%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Particulars	Shareholding at the beginning of the Year (01.04.2018)		Date of Change	Reason	Increase / Decrease in Shareholding		Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares			No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
	At the beginning of the year from 01.04.2018	7,463,483	66.22%	-	Shares were sold	7,608	0.07%	7,455,875	66.16%

(iv) Shareholding Pattern of top Ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For each of the Top 10 Shareholders	Shareholding at beginning of the Year		Increase / Decrease in Shareholding		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Mr. Venkatesan Sukumar Iyer	215,080	1.91%	-	0.00%	215,080	1.91%
2	Mrs. Madhvi Sharma	187,067	1.66%	-	0.00%	187,067	1.66%
3	Mr. Sandeep Sharma	115,944	1.03%	-	0.00%	115,944	1.03%
4	Mr. Tanvir Ahmed Mohamedarif Shaikh	-	0.00%	59,000	0.52%	59,000	0.52%
5	Mr. Yrit Pal Sindhu	50,000	0.44%	-	0.00%	50,000	0.44%
6	Mr. Girish Kumar Sharda	49,000	0.43%	-	0.00%	49,000	0.43%
7	Mr. Sampat Lal Jain	46,450	0.41%	-	0.00%	46,450	0.41%
8	Mr. Rajesh Agrawal	45,982	0.41%	-	0.00%	45,982	0.41%
9	Mr. Mohamed Asif Mohamed Zuber Hakim	-	0.00%	36,262	0.32%	36,262	0.32%
10	Mr. Rajendra Malve	34,418	0.31%	-	0.00%	34,418	0.31%

(v) Shareholding of Directors and Key Managerial Personnel ("KMP"):

S. No.	For Each of the Directors and KMP	Shareholding at beginning of the Year (01.04.2018)		Increase / Decrease in Shareholding		Shareholding at the end of the Year (31.03.2019)	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Mr. Rajiv Mehrotra	53,130	0.47%	-	0.00%	53,130	0.47%
2	Mr. Alok Tandon	-	0.00%	-	0.00%	-	0.00%
3	Mr. Ajay Khanna	4,553	0.04%	-	0.00%	4,553	0.04%
4	Mr. Arun Kumar Khanna	490	0.00%	-	0.00%	490	0.00%
5	Mr. Achintya Karati	-	0.00%	-	0.00%	-	0.00%
6	Mr. Narendra Kumbhat*	-	0.00%	-	0.00%	-	0.00%
7	Mr. Vinod Kumar Anand Juneja	-	0.00%	-	0.00%	-	0.00%
8	Mr. Chander Sain Malhotra*	-	0.00%	-	0.00%	-	0.00%
9	Mrs. Nishi Arora Sabharwal	35	0.00%	-	0.00%	35	0.00%
10	Mr. Gursharan Singh	-	0.00%	-	0.00%	-	0.00%
11	Mr. Vinod Raina	-	0.00%	-	0.00%	-	0.00%
12	Mr. Saurav Goel	-	0.00%	-	0.00%	-	0.00%
13	Mr. Rakesh Malhotra+	-	0.00%	-	0.00%	-	0.00%

*ceased to be a Director w.e.f. March 31, 2019

+appointed w.e.f. March 30, 2019

V. INDEBTEDNESS
Indebtedness of the Company including interest outstanding/accrued but not due for payment.
(Rs. in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	10.75	-	-	10.75
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.08	-	-	0.08
Total (i+ii+iii)	10.83	-	-	10.83
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	6.10	-	-	6.10
Net Change	(6.10)	-	-	6.10
Indebtedness at the end of the financial year				
i) Principal Amount	4.65	-	-	4.65
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.03	-	-	0.03
Total (i+ii+iii)	4.68	-	-	4.68

(Mentioned in Note No. 15 and 18 of the Financial Statements)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:
(Rs. in Lakhs)

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Ajay Khanna	
		Managing Director	
	Gross salary	-	13.15
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	13.15
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify (PF Contribution)	-	1.44
			14.59
		Total (A)	14.59
		Ceiling as per the Act	

B. Remuneration To Other Directors
(Rs. in Lakhs)

S. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. Achintya Karati	Mr. Narendra Kumbhat	Mr. C S Malhotra	Mr. Vinod Juneja	Mrs. Nishi Sabharwal	
	Independent Directors						
	Fee for attending Board / Committee meetings	0.46	0.36	0.46	0.33	0.31	1.92
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	0.46	0.36	0.46	0.33	0.31	1.92
	Other Non-Executive Directors						
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	0.46	0.36	0.46	0.33	0.31	1.92
	Total Managerial Remuneration						1.92
	Overall Ceiling as per the Act						

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Rs. in Lakhs)

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name	Mr. Gursharan Singh	Mr. Vinod Raina	
	Designation	CEO	CFO	CS	
1	Gross salary	11.28	18.05	8.58	37.91
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	11.28	18.05	8.58	37.91
	(b) Value of perquisites u/s 17(2) Income-tax	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify (PF Contribution)	0.72	1.15	0.55	2.42
	Total	12.00	19.20	9.13	40.33

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

No penalties/punishment/compounding of offences were levied under the Companies Act, 2013

For and on Behalf of the Board of Directors

SHYAM TELECOM LIMITED

Sd/-
AJAY KHANNA
 Managing Director

Sd/-
NISHI SABHARWAL
 Director

Place – Delhi

 Date – 12th August, 2019

Annexure II to the Directors' Report

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019**

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

**To,
The Members of
Shyam Telecom Limited.**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shyam Telecom Limited (CIN: L32202RJ1992PLC017750) (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Shyam Telecom Limited's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2019 complied with statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

1. We have examined the Books, Papers, Minute Books, Forms And Returns filed and other Records maintained by Shyam Telecom Limited for the Financial Year ended on 31st March, 2019 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under;
 - ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.*
 - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*;
 - (f) The Securities Exchange Board of India (Share Based Employee Benefits) Regulations) 2014*;
 - (g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008*;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009*;
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018*.

*The Foreign Exchange Management Act, 1999 listed at sub-para (iv) of para 1 above and SEBI Regulations listed at Serial Nos. (e), (f), (g), (h) and (i) are not applicable for 2018-19 as there were no corporate actions/decisions during the year under report, attracting these regulations.
 - vi. The Other Laws applicable specifically to the Company are:
 - (a) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
 - (b) Employees Provident Funds and Miscellaneous Provisions Act, 1952; and other applicable labour and general laws;
2. We have also examined the compliances with the applicable Regulations/Standards of the following:
 - i. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements with the Bombay Stock Exchange Limited and the National Stock Exchange of India Ltd.
 - ii. The Secretarial Standards issued by the Institute of Company Secretaries of India.
3. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Standards, Guidelines, etc. mentioned above.
4. We further report that:
 - (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-executive Directors, a Woman Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the

- period under review were carried out in compliance with the provisions of the Act.
- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
 - (c) Majority decision is carried through while dissenting members' views are captured and recorded as part of the minutes.
5. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
 6. We further report that during the audit period, no major decisions having a bearing on Company's affairs in pursuance of the above referred laws, rules/regulations were taken by the members.

This report is to be read with our letter of even date which is annexed as Annexure 'A' and forms an integral part of this report

Place – Delhi
Date – 29th July, 2019

For A.N. Kukreja & Co
Company Secretaries
Sd/-
(A.N. Kukreja)
Proprietor
FCS 1070; CP 2318
Place: New Delhi
Date: July 29, 2019

**To,
The Members of
Shyam Telecom Limited**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial record. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. During the course of our examination of the books and records of the Company carried out in accordance with generally accepted practices in India, we have neither come across any instance of material fraud on or by the Company, nor the Company has noticed and reported any such case during the year and accordingly the Company has not informed us of any such case.

**For A.N. Kukreja & Co
Company Secretaries
Sd/-
(A.N. Kukreja)
Proprietor
FCS 1070; CP 2318**

Place: New Delhi
Date: July 29, 2019

ANNEXURE III TO DIRECTORS' REPORT

PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

1. Ratio of remuneration of each Director to the Median remuneration of all the Employees of Your Company for the Financial Year 2018-19.

Median remuneration of all the employees of your Company for the Financial Year 2018-19	2,50,315
Percentage increase in the median remuneration of all employees in the financial year 2018-19.	No Increase rather it decreased
Ratio of remuneration of Mr. Ajay Khanna, Managing Director to the Median remuneration of all the employees of your Company for the Financial Year 2018-19.	5.83:1

Notes:

- The aforesaid details are calculated on the basis of remuneration for the Financial Year 2018-19.
 - The Remuneration to Director includes Sitting Fees, if any, paid to him for the Financial Year 2018-19
2. Details of percentage increase in the remuneration of each Director and Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary in the Financial Year 2018-19
- There has been no increase in the remuneration of any Director, CEO and CFO. However, the remuneration of the Company Secretary was increased by 7.41%.
3. Number of permanent employees on the rolls of the Company as on 31st March, 2019 – 36.
4. Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of your Company
- The Company had a Total Comprehensive Loss of Rs. 1,235.93 Lakhs for the Year ended 31st March, 2019 as compared to the Income of Rs. 14.89 Lakhs in the previous Year. The Company is paying the same remuneration as paid in the preceding Year. However, the remuneration of the Company Secretary was increased by 7.41%.
5. The ratio of the remuneration of the highest paid Director to that of the Employees who are not Directors but receive Remuneration in excess of the highest paid Director during the Year – 1:1.32
6. Affirmation – Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Remuneration Policy of your Company.
7. Key parameters for the variable component of Remuneration paid to the Directors: The variable component depends on the performance parameters as approved by the Nomination and Remuneration Committee of the Board.

For and on Behalf of the Board of Directors

SHYAM TELECOM LIMITED

Sd/-
AJAY KHANNA
Managing Director

Sd/-
NISHI SABHARWAL
Director

Place – Delhi
Date – 12th August, 2019

ANNEXURE IV TO DIRECTORS' REPORT

FORM NO. AOC – 2 (Pursuant to Section 134 (3) (h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of Contracts/Arrangements entered into by the Company with Related Parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arms' length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the Related Party and nature of relationship	Nature of Contracts/ Arrangements / Transactions	Duration of the Contracts / Arrangements / Transactions	Salient terms of the Contracts or Arrangements or Transactions including the Value, if any: (in Lakhs)	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Think of Us India Private Limited	Sale of Goods and Services	2018-19	360.99 Lakhs	29.05.2018	NIL
Think of Technologies Private Limited	Sale of Goods and Services	2018-19	384.14 Lakhs	29.05.2018	NIL
Vihaan Networks Limited	Sale of Goods and Services	2018-19	8.39 Lakhs	29.05.2018	NIL
Shyam Communications Systems	Rent	2018-19	6.00 Lakhs	29.05.2018	NIL
Intercity Cables Systems Private Limited	Rent	2018-19	1.80 Lakhs	29.05.2018	NIL

(Note - Figures taken from Note No. 35 under the head "Other Notes to Accounts" in the Financial Statements given with this Annual Report)

For and on Behalf of the Board of Directors

SHYAM TELECOM LIMITED

Sd/-
AJAY KHANNA
Managing Director

Sd/-
NISHI SABHARWAL
Director

Place – Delhi
Date – 12th August, 2019

ANNEXURE V TO DIRECTORS' REPORT

STATEMENT OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, ABSORPTION OF TECHNOLOGY AND FOREIGN EXCHANGE EARNINGS AND OUT GO IN ACCORDANCE WITH THE COMPANIES (ACCOUNTS) RULES, 2014 ARE GIVEN HEREIN BELOW:

CONSERVATION OF ENERGY

- The Company ensures that the use of water is effective via prevention of wastage, water efficient appliances, low-flow toilets, and high-efficiency urinals.
- All the management personnel's and employees support these endeavors by unplugging switches and putting them in off mode at the end of the day.

TECHNOLOGY ABSORPTION

- Smart metering and Internet technologies to provide real-time data on energy use for the purposes of lighting company uses effective bulbs / tube lights which save energy and are put to off mode when not in use.
- Computer systems are updated on continuous basis as they consume far less energy than an old desktop. Regular Meetings are held with the employees to educate them in saving the power.

We strive for that blend of high volume manufacturing and technical expertise while ensuring use of highly qualified and experienced personnel

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

Efforts toward technology absorption	The Company has in-house manufacturing facility which results in technology absorption.
Benefits derived as result of the above efforts, e.g. product improvement, cost of reduction, product development, import substitution, etc.	As the trading volume has been steady company has been able to keep the benefits derived in previous years in continuation form.
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - (a) The details of technology imported. (b) The year of import (c) Whether the technology been fully absorbed? (d) if not fully absorbed, areas where absorption has not taken place, and the reason thereof.	NIL

FOREIGN EXCHANGE EARNINGS AND OUTGO :

There were no Foreign Exchange earnings of the Company during the Financial Year 2018-19 (Period under Review) and 2017-18 (Previous Year), as there was no Export Sales

For and on Behalf of the Board of Directors

SHYAM TELECOM LIMITED

Sd/-
AJAY KHANNA
Managing Director

Sd/-
NISHI SABHARWAL
Director

Place – Delhi
Date – 12th August, 2019

ANNEXURE VI TO DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Management Discussion and Analysis Report is as under:

INDUSTRY AND INDIAN TELECOM SECTOR

India is currently the world's second-largest telecommunications market with a subscriber base of 1.20 billion and has registered strong growth in the past decade and half. The Indian mobile economy is growing rapidly and will contribute substantially to India's Gross Domestic Product (GDP), according to report prepared by GSM Association (GSMA) in collaboration with the Boston Consulting Group (BCG). As of January 2019, India has witnessed a 165 per cent growth in app downloads in the past two years.

The liberal and reformist policies of the Government of India have been instrumental along with strong consumer demand in the rapid growth in the Indian telecom sector. The government has enabled easy market access to telecom equipment and a fair and proactive regulatory framework that has ensured availability of telecom services to consumer at affordable prices. The deregulation of Foreign Direct Investment (FDI) norms has made the sector one of the fastest growing and a top five employment opportunity generator in the country.

With 604.21 million internet subscribers, as of December 2018, India ranks as the world's second largest market in terms of total internet users.

Further, India is also the world's second largest telecommunications market, with total subscriber base of 1,183.51 million at the end of March, 2019

Over the next five years, rise in mobile-phone penetration and decline in data costs will add 500 million new internet users in India, creating opportunities for new businesses.

With daily increasing subscriber base, there have been a lot of investments and developments in the sector. FDI inflows into the Telecom Sector during April 2000 - March 2019 totaled to US\$ 32.82 billion, according to the data released by Department for Promotion of Industry and Internal Trade (DPIIT).

Some of the developments in the recent past are:

- During the first quarter of 2018, India became the world's fastest-growing market for mobile applications. The country remained as the world's fastest growing market for Google Play downloads in the second and third quarter of 2018.
- The number of mobile wallet transaction increased 5 per cent month-on-month to 325.28 million in July, 2018.
- Vodafone India and Idea Cellular have merged into 'Vodafone Idea' to become India's largest telecom company, as of September, 2018

IMPACT OF MODI GOVERNMENT ON INDIAN INDUSTRIES

The Telecom industry is expected to rise at an alarming pace with the formation of a stable Modi Government for the second consecutive term. The Modi Government plans to make India 5G-ready by 2020, and has signalled plans to auction 5G spectrum later this year. For India, 5G provides an opportunity for industry to reach out to global markets; consumers to gain economies of scale and citizens to reap benefits of doorstep governance and availability of services, medical support, benefit transfers, education, and entertainment and also build digital payments, knowledge and services economy. As per Economic Survey 2018-19, the arrival of ultra-fast 5G wireless broadband technology, would ring in an era of inter-connected smart devices on a massive scale that would help unlock the transformation of telecom industry.

India is the second-largest mobile manufacturer globally with a market size of \$22 billion and many manufacturing plants and expected to grow 10 times of the market size by 2025. The top leading handset and wireless manufacturers in India are Samsung, Foxconn, Oppo, Vivo and Micromax. India imports the hardware and electronics to support the growth of Telecom sector; 50-60 percent of electronic products and 70-80 percent of the components are imported. India's "Make in India" policy and other new policy initiatives aim to develop India's Telecom, IT and electronics manufacturing industries. Some of the Government Initiatives is given in the next Section.

GOVERNMENT INITIATIVES

The government has fast-tracked reforms in the telecom sector and continues to be proactive in providing room for growth for telecom companies. Some of the other major initiatives taken by the government are as follows:

- The Government of India has adopted a new National Digital Communications Policy, 2018 with three prominent missions namely "Connect India", "Propel India" and "Secure India".
- The Department of Information Technology intends to set up over 1 million internet-enabled common service centers across India as per the National e-Governance Plan.

- FDI cap in the telecom sector has been increased to 100 per cent from 74 per cent; out of 100 per cent, 49 per cent will be done through automatic route and the rest will be done through the FIPB approval route.
- FDI of up to 100 per cent is permitted for infrastructure providers offering dark fiber, electronic mail and voice mail.
- The Government of India has introduced Digital India programme under which all the sectors such as healthcare, retail, etc. will be connected through internet.

PERFORMANCE

Your Company is exploring other avenues for business and is in discussions / negotiations with various vendors.

OPPORTUNITIES AND THREATS

The opportunities observed are based on the trends noticed in the past couple of Years, which continues to be relevant: some of the key ones are mentioned below:

Opportunities	Threats
Digitization	Growing Competition
Regional Markets	Constant Upgradation of Technology
Fast Growing Asian Market	Foreign Exchange Rate Changes

ROAD AHEAD / OUTLOOK

Revenues from the telecom equipment sector are expected to grow to US\$ 26.38 billion by 2020. The number of internet subscribers in the country is expected to double by 2021 to 829 million and overall IP traffic is expected to grow 4-fold at a CAGR of 30 per cent by 2021. The Indian Government is planning to develop 100 smart city projects, where IoT would play a vital role in development of those cities. The National Digital Communications Policy 2018 has envisaged attracting investments worth US\$ 100 billion in the telecommunications sector by 2022. The Indian Mobile Value-Added Services (MVAS) industry is expected to grow at a CAGR of 18.3 per cent during the forecast period 2015-2020 and reach US\$ 23.8 billion by 2020. App downloads in India are expected to increase to 18.11 billion in 2018 and 37.21 billion in 2022. From the Company's perspective Your Company is exploring other avenues for business and is in discussions / negotiations with various vendors. The Company is hoping for better future prospects.

RISKS AND CONCERNS

Your Company actively stimulates entrepreneurship throughout the organization and encourages its people to identify and seize opportunities. The current economic environment, in combination with significant growth ambitions, carries with it an evolving set of risks. We recognize that these risks need to be managed to protect employees, shareholders and other stakeholders, to achieve business objectives and enable sustainable growth. Risk and opportunity management is therefore a key element of the overall strategy.

Your Company has adopted the procedures in its Risk Management policy to ensure that all current and future material risk exposure of your Company is identified and mitigated. The policy explains the risk pertaining to financing activities, dependence on distribution network, and their mitigation. The policy is available on the Company website and can be read from there.

HUMAN RESOURCES

Every Company is dependent on the quality of workforce. The Board places on record its appreciation for the dedicated services rendered by the Employees for the smooth functioning of the Company. During the Year under review, Company continued with its focus on development of its Employees. The Company believes in retaining the best talent, clearly defining their roles and responsibilities.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company is following a proper and adequate system of Internal Controls in respect of all its activities including safeguarding and protecting its assets against loss from unauthorized use or disposition. Further all transactions entered into by the Company are duly authorized and recorded correctly. M/s. Padam Dinesh & Company, Chartered Accountants were working as the Internal Auditors of the Company till 2018-19 and have been reappointed for the Financial Year 2019-20.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate Internal Financial Controls commensurate with the size, scale and complexity of its Operations. During the Year such controls were tested and no reportable material weakness in the design or operations were observed. The Company has policies and procedures for ensuring the orderly and efficient conduct of its Business, including adherence to Company's Policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable Financial Information.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Details of the Financial Performance of your Company are reflected in the Balance Sheet, Profit & Loss Account and other Financial Statements, appearing separately. Highlights are provided below:

PARTICULARS	Financial Year 2018-2019*	Financial Year 2017-2018*
A. Revenue from Operations	864.50	2,368.40
B. Other Income	493.13	395.39
C. Total (A + B)	1,357.63	2,763.79
D. Profit / (Loss) before Exceptional Items and Tax	-226.36	14.58
E. Exceptional Items/Loss-Discontinuing Operations	1,000.00	-
F. Profit / (Loss) Before Tax	-1,226.36	14.58
G. Less: Provisions for Tax		0.95
H. Net Profit (F - G)	-1,222.05	13.63
I. Other Comprehensive Income / (Loss)	17.38	1.26
J. Total Comprehensive Income (H + I)	-1,235.93	14.89

(*Figures as per Ind AS)

During the Year under review your Company registered a Turnover of Rs. 864.50 Lakhs as compared to a Turnover of Rs. 2,368.40 Lakhs during the previous Financial Year ended March 31, 2018. Revenue from Operations for the Year ended March 31, 2019 has decreased by 63.50 % over the corresponding last Year. Therefore, the Total Comprehensive Income for the period under review was in negative Rs. 1,235.93 Lakhs as compared to a Profit of Rs. 14.89 lakhs in the corresponding last Year.

Your Company is exploring other avenues for business and is in discussions / negotiations with various vendors.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS AS COMPARED TO THE PREVIOUS YEAR

Ratios	2018-19	2017-18	Variation (%)	Reason for Significant (25%) Change
Debtors Turnover	10.65	5.44	95.77	Low Sales Volume
Inventory Turnover	14.08	9.17	53.44	Low Sales Volume
Interest Coverage Ratio	NA	NA	NA	NA
Current Ratio	0.67	0.96	(30.21)	Low Sales Volume
Debt-Equity Ratio	NA	NA	NA	NA
Operating Profit Margin (%)	(0.26)	0.01	(2700)	Low Sales Volume Recurring Fixed Cost
Net Profit Margin (%)	(0.91)	0.01	(9200)	Low Sales Volume Exception Item of Rs. 10 Crores to settle the Legal Claim

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statements within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important Developments that could affect the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw material costs and availability, changes in political and economic environment in India or key markets abroad, tax laws, litigation, labour relations, Exchange Rate fluctuations, Interest and other factors

For and on Behalf of the Board of Directors

SHYAM TELECOM LIMITED

Place – Delhi
Date – 12th August, 2019

Sd/-
AJAY KHANNA
Managing Director

Sd/-
NISHI SABHARWAL
Director

CORPORATE GOVERNANCE REPORT

1. OVERVIEW

a) Company's Philosophy on Corporate Governance

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the broader sense. Corporate Governance philosophy at Shyam Telecom Limited is to comply not only with the statutory requirements, but also voluntarily formulate and adhere to a set of strong Corporate Governance practices. The Company strives to ensure transparency in all its operations, make disclosures and comply with various laws and regulations. We believe that sound Corporate Governance is critical to enhance stakeholder's trust. Our Corporate Governance is a reflection of the policies and culture of the Company. Your Company has followed the highest standards of Corporate Governance as an ethical requisite rather than a regulatory necessity.

The Company's goal is to find proactive and productive ways of keeping its stakeholders/investors informed, while fulfilling the role of a responsible corporate committed to best practices. Half of the Board comprises of Independent Directors. The Board independence and the transparency has been part of Company's commitment towards transparency. The Board's actions and decisions are aligned with the Company's best interests. The Board critically evaluates the Company's strategic direction, management policies and their effectiveness.

b) Corporate Governance Fact Sheet as on 31st March, 2019

Size of Board (Members)	8
Number of Independent Directors*	4
Board Performance Appraisal	Yes
Separate Chairman and Chief Executive Officer ("CEO")	Yes
Fully Independent Audit Committee	Yes
Nomination & Remuneration Committee	Yes
Number of Board Meetings Held in FY 2018-19	4
Secretarial Audit	Yes
Code of Conduct for Directors & Senior Management	Yes
Full adoption of the mandatory requirements of all Regulations of Listing Regulations	Yes

* Mr. Rakesh Malhotra, was appointed as an Additional Director (Non-Executive and Independent) on the Board of the Company w.e.f. 30th March, 2019 and Mr. Chander Sain Malhotra and Mr. Narendra Kumbhat had ceased to become the Directors of the Company with effect from 31st March, 2019.

c) Role of the Company Secretary in overall Governance Process

The Company Secretary plays a key role in ensuring that the Board (including Committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and Senior Management for effective decision making at the Meetings. The Company Secretary is primarily responsible to assist and advise the Board in conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to Directors and to facilitate convening of Meetings. He interfaces between the management and regulatory authorities for governance matters.

d) Rights of Shareholders

The Corporate Governance framework of the Company protects and facilitates the exercise of Shareholders rights. The Company ensures equitable treatment of all Shareholders, including minority and foreign Shareholders. Corporate governance framework is cognizant of the economic peculiarities of the sector, promotes market integrity and growth, and underscores market transparency and efficiency and serves the public interest. Corporate Governance practices are based on the rule of law.

Basic Rights of the Shareholders of the Company include the following:

- Freely convey or transfer Shares subject to applicable law;
- Obtain relevant and material information about the Company on a timely and regular basis, subject to any laws or principles of confidentiality;
- Participate and vote in General Meetings of Shareholders;

- Elect and remove Members of the Board; and many others unstated rights which they have acquired through their association with the Company;
- Right to participate in, and to be sufficiently informed on, decisions concerning fundamental/material corporate changes;
- Amendments to the statutes and/or articles of incorporation or other governing documents of the Company;
- To make their views known on the remuneration policy for Board Members and key executives and the equity component of compensation schemes for Board Members and employees and many others unstated rights which they have acquired through their association with the Company;

e) Disclosure and Transparency

Members of the Board and Key Executives are required to disclose to the Board whether they, directly, indirectly or on behalf of third parties, have a material interest in any Transaction or matter directly affecting the Company. All material information in relation to the Company is to be disclosed subject to considerations of confidentiality.

Disclosure includes but is not limited to the following:

- The Financial and Operating Results of the Company;
- Company objectives;
- Major Share Ownership and Voting Rights;
- Remuneration policy for Members of the Board and Key Executives;
- Information about Members of the Board and the KMP, including qualifications, shareholding in the Company, other Company Directorships and whether they are regarded as independent by the Board;
- Related Party Transactions;
- The necessary approvals are sought from the appropriate authority and transactions are carried out as per the set rules as approved.

Responsibilities of the Board

The Company is headed by an effective Board whose principal focus is on optimizing Shareholder value. The Board is the focal point of the Corporate Governance system and is ultimately accountable and responsible for the performance and affairs of the Company. The Board of Directors of the Company meet regularly else they act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company and the stakeholders. The Board decisions reflect that they treat all Shareholders fairly. Board training and certification is always encouraged by the Company. The Board fulfills following key functions, including

- Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans;
- Setting performance objectives; monitoring implementation and corporate performance; developing and approving management policies and overseeing major capital expenditures, acquisitions and divestitures;
- Monitoring the effectiveness of the Company's governance practices and making changes as needed;

2. BOARD OF DIRECTORS

a) Composition of Board of Directors

The Board comprises of an Executive Director and Seven Non-Executive Directors of whom four are Independent Directors. The Chairman of the Board is a Non-Executive Director. In compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 ("Listing Regulations") One-Half of the Board comprises of Independent Directors (including one Woman Director). The Company has had no pecuniary relations or transactions with the Non-Executive Directors / Independent Directors other than the payment of sitting fees and reimbursement of expenses incurred by them for attending meetings of the Board / Committee of the Company. All the Members of the Board are highly experienced professionals drawn from the field of Business, Finance and Public Enterprises. Necessary Resolutions for the appointment / re-appointment of the aforesaid Directors have been included in the Notice convening the ensuing AGM and details of the proposal for appointment / re-appointment are mentioned in the Explanatory Statement of the Notice. During the Year, Mr. Rakesh Malhotra, was appointed as an Additional Director (Non-Executive and Independent) on the Board of the Company w.e.f. 30th March, 2019 and Mr. Chander Sain Malhotra and Mr. Narendra Kumbhat had ceased to become the Directors of the Company with effect from 31st March, 2019. The said changes in the Composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013

S. No.	Name of the Director	Category	Number of outside Directorships held as on 31.03.2019	Number of Outside Committee Positions held as on 31.03.2019
1	Mr. Rajiv Mehrotra	Chairman and Non-Executive Director	-	-
2	Mr. Ajay Khanna	Managing Director	-	-
3	Mr. Alok Tandon	Non-Executive Director	-	-
4	Mr. Achintya Karati	Independent	5	7 Out of which Chairman in 3
5	Mr. Vinod Juneja	Independent	1	1 Member
6	Mr. C.S. Malhotra	Independent	-	-
7	Narendra Kumbhat*	Independent	1	2 Chairman in both
8	Mrs. Nishi Sabharwal*	Independent	1	1 Member
9	Mr. Arun Kumar Khanna	Non- Executive	-	-
10	Mr. Rakesh Malhotra*	Independent	-	-

*Mr. Rakesh Malhotra, was appointed as an Additional Director (Non-Executive and Independent) on the Board of the Company w.e.f. 30th March, 2019 and Mr. Chander Sain Malhotra and Mr. Narendra Kumbhat had ceased to become the Directors of the Company with effect from 31st March, 2019.

Notes:

- "Number of outside Directorships held" includes only Listed Companies but does not include "Shyam Telecom Limited".
- "Number of Outside Committee Positions held as on 31.03.2019" includes Membership / Chairpersonship of the Audit Committee and Stakeholder's Relationship Committee of Listed Company as per the requirement of Listing Regulations.
- None of the Directors is a Member of more than ten Committees or acts as a Chairman of more than five Committees across all Companies in which he is a Director. Further, none of the Directors serves as an Independent Director in more than Seven Listed Companies.
- Mr. Ajay Khanna & Mr. Arun Kumar Khanna are related to each other as Brothers

b) Shareholding of Directors (Including Non-Executive Directors) for the period ending as on 31st March, 2019

Name of Director	No. of Shares held
Mr. Rajiv Mehrotra	53,130
Mr. Ajay Khanna	4,553
Mr. Alok Tandon	NIL
Mr. Achintya Karati	NIL
Mr. Vinod Juneja	NIL
Mr. C.S. Malhotra	NIL
Mr. Narendra Kumbhat	NIL
Mr. Arun Kumar Khanna	490
Mrs. Nishi Sabharwal	35
Mr. Rakesh Malhotra	NIL

c) **Directorship in other Listed Entities as on Mar 31, 2019**

S. No.	Name of the Director	Name of Listed Entities other than Shyam Telecom Limited with Directorship
1	Mr. Rajiv Mehrotra	Not Applicable
2	Mr. Ajay Khanna	Not Applicable
3	Mr. Alok Tandon	Not Applicable
4	Mr. Achintya Karati	Sangam (India) Limited - Non-Executive - Independent Director J. K. Cement Limited - Non-Executive - Independent Director Jay Bharat Maruti Limited - Non-Executive - Independent Director Delton Cables Limited - Non-Executive - Independent Director Uflex Limited - Non-Executive - Independent Director
5	Mr. Vinod Juneja	Shristi Infrastructure Development Corporation Limited - Non-Executive - Independent Director
6	Mr. C.S. Malhotra	Not Applicable
7	Narendra Kumbhat*	Globus Power Generation Limited - Non-Executive - Independent Director
8	Mrs. Nishi Sabharwal*	Globus Power Generation Limited - Non-Executive - Independent Woman Director
9	Mr. Arun Kumar Khanna	Not Applicable
10	Mr. Rakesh Malhotra*	Not Applicable

d) **Non-Executive Directors' - Compensation and Disclosures**

Only Sitting Fees have been paid to the Non-Executive Directors for attending Board / Committees Meetings. The Company does not pay any other remuneration to them besides Sitting Fees. Appropriate records are maintained in respect of the payment made to them.

e) **Attendance of each Director at the Board Meetings and at the last Annual General Meeting ("AGM")**

During the Financial Year 2018-2019, 4 (Four) Meetings of the Board of Directors were held on the following dates:

- 29th May, 2018
- 11th August, 2018
- 05th November, 2018
- 12th February, 2019

The attendance of each Director at Board Meeting and at the last Annual General Meeting is as under

S. No.	Name of the Director	Number of Board Meetings attended	Attended last AGM
1	Mr. Rajiv Mehrotra	1	N
2	Mr. Ajay Khanna	4	Y
3	Mr. Alok Tandon	1	Y
4	Mr. Achintya Karati	4	N
5	Mr. Vinod Juneja	3	Y
6	Mr. Chander Sain Malhotra*	4	Y
7	Mr. Narendra Kumbhat*	3	Y
8	Mrs. Nishi Sabharwal	4	Y
9	Mr. Arun Kumar Khanna	4	N
10	Mr. Rakesh Malhotra*	NA	NA

* Mr. Rakesh Malhotra, was appointed as an Additional Director (Non-Executive and Independent) on the Board of the Company w.e.f. 30th March, 2019 and Mr. Chander Sain Malhotra and Mr. Narendra Kumbhat had ceased to become the Directors of the Company with effect from 31st March, 2019

f) Core Skills / Expertise / Competencies of the Board of Directors

The list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business is as follows:

- Knowledge on Company's Businesses, Policies, Values and Culture, Major Risks and Threats and Potential Opportunities and Knowledge of the Industry in which the Company operates
- Behavioral Skills - Attributes and Competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- Business Strategy, Sales & Marketing, Corporate Governance, Administration and Decision Making.
- Financial Management Skills, Knowledge of Law, Insurance, Human Resource Management, etc.
- Technical Professional Skills and Specialized Knowledge in relation to Company's Business.

The aforesaid Skills are available with the Board of Members.

g) Independent Directors

Based on the annual declaration of Independence received from Independent Directors, all the Independent Directors of the Company meet the conditions specified in Listing Regulations and are independent of the management. None of the Independent Directors of the Company resigned before the expiry of his Term during the Financial Year 2018-19. Maximum Tenure of the Independent Directors is in accordance with the Companies Act, 2013 and Listing Regulations. The Company issues a formal letter of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. The terms and conditions of the appointment of Independent Directors are placed on the Company's website www.shyamtelecom.com.

Meeting of Independent Director

The Independent Directors of the Company held a Meeting on 12th February, 2019 without the attendance of Non-Independent Directors and Members of Management. All the Independent Directors were present at the Meeting. The following issues were discussed in detail:

- Reviewed the performance of Non-Independent Directors and the Board as a whole.
- Reviewed the performance of the Chairperson of the Company.
- Assessed the quality, quantity and timeliness of flow of information between the Company management and board of Directors that is necessary for the board to effectively and reasonably perform its duties.

3. COMMITTEES OF THE BOARD

The Committees constituted by the Board play a very important role in the governance structure of the Company. The terms of reference of these Committees are approved by the Board and are in line with the requirements of Companies Act, 2013 and Listing Regulations. The Minutes of Committee Meetings are tabled at the Board Meetings and the Chairperson of each Committee briefs the Members of the Board on the important deliberations and decisions of the respective Committees. The Minutes of the proceedings of the Committee Meetings are captured in the same manner as the Board Meetings and in accordance with the provisions of the Companies Act, 2013.

In compliance with the Companies Act, 2013 and Listing Regulations, the Board has constituted the following Committees:

- Audit Committee
- Stakeholder Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Internal Complaints Committee

a. Audit Committee

Composition of Committee

The Committee comprises of five Non-Executive Directors of whom four are Independent Directors. The Chairman of the Committee is an Independent Director. Mr. Saurav Goel, Company Secretary, acts as the Secretary of the Committee. All the Members are well versed with Accounting and Financial Knowledge.

Name of the Member	Category	Designation
Mr. Achintya Karati	Independent Director	Chairperson
Mr. Vinod Juneja	Independent Director	Member
Mr. Chander Sain Malhotra*	Independent Director	Member
Mr. Narendra Kumbhat*	Independent Director	Member
Mr. Arun Kumar Khanna	Non-Executive Director	Member
Mrs. Nishi Sabharwal*	Independent Woman Director	Member
Mr. Rakesh Malhotra*	Independent Director	Member

*Mr. Rakesh Malhotra and Mrs. Nishi Sabharwal became the Members of the said Committee of the Company in place of Mr. Chander Sain Malhotra and Mr. Narendra Kumbhat with effect from 31st March, 2019.

Audit Committee Meetings

During the Financial Year 2018-2019, the Committee met four times on the following Dates:

- 29th May, 2018
- 11th August, 2018
- 05th November, 2018
- 12th February, 2019

Attendance of each Member at the Audit Committee Meeting held during the Year 2018-2019

Name of the Member	Number of Meetings Attended
Mr. Achintya Karati	4
Mr. Vinod Juneja	3
Mr. C.S. Malhotra*	4
Mr. Narendra Kumbhat*	3
Mr. Arun Kumar Khanna	4
Mrs. Nishi Sabharwal*	NA
Mr. Rakesh Malhotra*	NA

The Chairman of Audit Committee, Mr. Achintya Karati did not attend the last AGM. However, Mr. Narendra Kumbhat, Member of the Audit Committee attended the last AGM being nominated as Chairman of Audit Committee to answer the queries of Shareholders.

Role and Powers of the Audit Committee

The role and powers of the Audit Committee are as per provisions of Section 177 of the Companies Act, 2013 and guidelines set out in the Listing Regulations.

The Audit Committee shall have powers, which should include the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee shall play the following role:

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of Auditors of the Company and the fixation of audit fees and tenure of appointment.
- Examining the annual financial statements and Auditors report thereon before submission to the board for approval, with particular reference to:

- a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Sub-Section (5) of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Qualifications in the draft audit report.
 - g. Disclosure of any Related Party Transactions.
- Approval or any subsequent modified of transactions of the Company with related parties.
 - Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
 - Reviewing and monitoring with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or Rights Issue and making appropriate recommendations to the Board to take up steps in this matter.
 - Review and monitor the Auditor's independence and performance, and effectiveness of Audit process.
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - Discussion with internal auditors regarding any significant findings and follow up there on.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors.
 - To review the functioning of the Whistle Blower mechanism.
 - Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 - Scrutiny of inter-corporate loans and investments.
 - Valuation of undertakings or assets of the Company, wherever it is necessary.
 - Valuation of internal financial controls and risk management systems.
 - Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Brief Description of the Terms of Reference-

- Ensuring compliance with accounting standards. Scrutiny of inter-Corporate Loans and Investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Valuation of internal financial controls and risk management systems.
- The integrity of the Company's statements.
- The Company's compliance with legal and statutory requirements.
- The Independent Auditor's qualifications and independence.
- The performance of the Company's Internal Audit function and Independent Auditors and
- The appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate.

Review of Information by Audit Committee

The "Audit Committee" shall mandatorily review the following information:

- a) Management Discussion and Analysis of financial condition and results of operations;
- b) Statement of significant Related Party Transactions (as defined by the Audit & Finance Committee) submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- d) Internal Audit Reports relating to Internal control weaknesses; and,
- e) The appointment, removal and terms of remuneration of the Chief Internal auditor/Internal Auditor shall be subject to review by the Audit & Finance Committee.

b. Stakeholder Relationship Committee

Composition of Committee

The Company has constituted Stakeholder's Relationship Committee as per the requirement of Listing Regulations. The constitution of the Committee is given below:

Name of Member	Category	Designation
Mr. Arun Kumar Khanna	Non-Executive Director	Chairperson
Mr. Narendra Kumbhat*	Independent Director	Member
Mr. Saurav Goel*	Company Secretary	Member / Secretary
Mrs. Nishi Sabharwal*	Independent Woman Director	Member
Mr. Rakesh Malhotra*	Independent Director	Member

* Mr. Rakesh Malhotra and Mrs. Nishi Sabharwal became the Members of the said Committee of the Company in place of Mr. Narendra Kumbhat and Mr. Saurav Goel with effect from 31st March, 2019.

During the Financial year 2018-19, the Committee met 26 times.

Brief Description of Terms of Reference

The Committee looks after the following matters:

- To approve applications for transfer, transmission, transposition of Shares and mutation of share certificates including issue of duplicate certificates, split, sub-division or consolidation of certificates and to deal with all related matters.
- To look into and redress the Shareholders / investors grievances relating to:
 - Transfer of Shares;
 - Non-receipt of dividends;
 - Non-receipt of annual reports;
 - Any other complaint concerning the Shareholders / investors; and
 - Oversee the performance of the Registrars and Share Transfer Agents of the Company.
- Such other matters as may from time to time be required by any statutory or regulatory authority to be attended by the Committee

Details of Queries/ Complaints Received and Solved during the Financial Year 2018-2019

Name of Queries/ complaints	Received (No.'s)	Solved (No.'s)	Pending (No.'s)
Non- receipt of Share Certificates	01	01	Nil
Number of request for change of address	Nil	Nil	Nil
Number of request for Transfer	Nil	Nil	Nil
Issue of Duplicate Share Certificates	Nil	Nil	Nil
Non-receipt of Dividend Warrants	01	01	Nil
Revalidation of Dividend Warrants	Nil	Nil	Nil
Non-receipt of Annual Report	Nil	Nil	Nil
Others	Nil	Nil	Nil
	02	02	Nil

All Complaints, Suggestions and Grievances are addressed expeditiously and sent/ issues resolved as a rule within 15 days.

The Company has complied with submissions of its response to the queries/ clarification sought by the Stock Exchanges on various market related information like for updating their records, etc. from time to time. These responses have not been included in the above list. Registrar and Transfer agent does share Transfer Works and as on 31st March, 2019, no complaints were pending

c. Nomination and Remuneration Committee

Composition of Committee

The Committee comprises of three Independent Directors, the details are as follows:

Name of Member	Category	Designation
Mr. Achintya Karati	Independent Director	Chairman
Mr. Chander Sain Malhotra*	Independent Director	Member
Mr. Narendra Kumbhat*	Independent Director	Member
Mrs. Nishi Sabharwal*	Independent Woman Director	Member
Mr. Rakesh Malhotra*	Independent Director	Member

* Mr. Rakesh Malhotra and Mrs. Nishi Sabharwal became the Members of the said Committee of the Company in place of Mr. Chander Sain Malhotra and Mr. Narendra Kumbhat with effect from 31st March, 2019.

The Nomination Remuneration policy formulated by the Committee provides level and composition of remuneration to be paid to the Managing Director, Whole-Time Director(s), Non-Executive Director(s), KMP's, Senior Management Personnel and other employees which shall be reasonable and sufficient to attract, retain and motivate Directors, KMP's, Senior Management and other employees of the Company. The remuneration also involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The Committee also reviewed the performance of the Board on the basis of criteria as provided in the performance evaluation policy.

There was one Meeting held during the year on 12.02.2019 in which all the member of the Committee were present.

TERMS OF REFERENCE

The Committee looks after the following matters:

- Identify persons who are qualified to become Director and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Directors' performance.
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- Determine/ review on behalf of Board of Directors of the Company, the compensation package, service agreements and other employment conditions for Managing/Whole Time Director(s).
- Determine on behalf of the Board of Directors of the Company the quantum of annual increments/incentives on the basis of performance of the Key Managerial Personnel.
- Formulate, amend and administer stock options plans and grant stock options to Managing / Whole Time Director(s) and employees of the Company.
- Delegate any of its power/ function as the Committee deems appropriate to Senior Management of the Company.
- Consider other matters, as from time to time be referred to it by the Board.

Details of Remuneration to all Directors

Remuneration to Executive/ Non-Executive Directors

As per Section 197 of the Companies Act, 2013 if in any Financial Year, a Company has no profits, the Company shall not pay its Directors, including any Managing or Whole-time Director or Manager, by way of remuneration any sum except in compliance of Schedule V of Companies Act, 2013. The Company is paying the remuneration in compliance of the Schedule V of Companies Act, 2013.

The Remuneration to following Directors is as per the details set out below:

Name of Director	Designation	Salary (in lakhs)	Other Perquisites (in lakhs) *	Total (in lakhs) **
Mr. Ajay Khanna	Managing Director	12.00	1.15	13.15

(* all benefits as per Company rules)

(** Does not include PF Contribution of Rs. 1.44 Lakhs)

Details of remuneration to Non- Executive Directors

Non-Executive Directors are entitled to Sitting Fees only for attending the Board and Committees Meeting. The Company does not pay any other remuneration to them besides Sitting Fees. Appropriate records are maintained in respect of the payment made to them.

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters are provided in the Nomination Remuneration Policy. The Company has no stock option plan and hence such instruments do not form part of their remuneration package

Total Sitting fee paid to Independent Directors during the Financial Year 2018-19:

S. No.	Name of the Director	Designation	Amount
1	Mr. Achintya Karati	Independent Director	46,000
2	Mr. Narendra Kumbhat*	Independent Director	36,000
3	Mr. Chander Sain Malhotra*	Independent Director	46,000
4	Mr. Vinod Juneja	Independent Director	33,000
5	Mrs. Nishi Sabharwal	Independent Director	31,000
	Total		1,92,000

All the pecuniary relationship or transaction of the Non-Executive Directors vis-a-vis the Company, if any, have been disclosed in the Financial Statements of the Company for the year ended 31st March, 2019. The copy of such disclosure is also forms part of this Report.

Performance Evaluation

In accordance with the applicable provisions of the Companies Act, 2013 and Regulation 17(10) of Listing Regulations, the Board has carried out the Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. A structured Questionnaire was prepared after taking into consideration inputs received from Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance, etc.

The performance evaluation of the Independent Directors was done by the entire Board excluding the Directors being evaluated. The performance evaluation of the Chairman, Board as a whole and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process. Performance Evaluation Policy is also posted on Company's Website.

d. Corporate Social Responsibility ("CSR") Committee

The Company has always been a Good Corporate Citizen and has always supported noble causes to help the people of the Country and its neighbours. We have philanthropy activities running through tie ups with NGO have contributed during the time of National Disasters. We have constituted a CSR Committee of the Board.

Composition of Committee

The Committee comprises of three Independent Directors, the details are as follows:

Name of Member	Category	Designation
Mr. Achintya Karati	Independent Director	Chairman
Mr. Chander Sain Malhotra*	Independent Director	Member
Mr. Narendra Kumbhat*	Independent Director	Member
Mrs. Nishi Sabharwal*	Independent Woman Director	Member
Mr. Rakesh Malhotra*	Independent Director	Member

*Mr. Rakesh Malhotra and Mrs. Nishi Sabharwal became the Members of the said Committee of the Company in place of Mr. Chander Sain Malhotra and Mr. Narendra Kumbhat with effect from 31st March, 2019.

Power and Functions:

- To formulate and update the vision, strategy and execution of CSR programs for the Company
- To oversee the Company's integrated CSR program.
- To ensure that the CSR program is integrated and applied consistently throughout the organization
- To identify and recommend program enhancements that will increase effectiveness and overall improvement in Company performance and image.
- To apprise the Board regularly of the accomplishments and issues/concerns related to the integrated CSR program.
- To undertake special projects or activities which the Board / Chairman or the Committee considers necessary, and perform other tasks or duties as may be requested or delegated by the Board.

There was one Meeting held during the year on 12.02.2019 which was attended by all the members of the Committee.

e. Internal Complaints Committee

Your Company recognizes its responsibility and continues to provide a safe working environment for Women free from sexual harassment and discrimination. Pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14, the Internal Committee had been constituted and its composition as on March 31, 2019, is given below:

Name of the Member	Designation
Mrs. Yogita Mathur	Chairman
Mrs. Ranjana Raina	Member
Mrs. Nishi Sabharwal	Member

There was one Meeting held during the year on 12.02.2019 which was attended by all the member of the Committee of the Company. During the Year under review, no such Complaint was filed, disposed off and was pending as at the end of the Financial Year under the review.

However, the committee had been reconstituted with Mrs. Anita Saluja as Chairperson and Mrs. Neeru Jolly and Mrs. Chavii Prabakar being the Members of the Company.

4. GENERAL BODY MEETINGS

a. Details of last three Annual General Meetings ("AGM")

25th AGM in the Year 2018 on Monday, 24th September, 2018 at 11.00 A.M.
Venue
Hotel Sarovar Portico, Plot No. 90, Prince Road, Queens Road, Vaishali Nagar, Jaipur - 302021, Rajasthan, India
Special Resolution passed
<ul style="list-style-type: none"> • To approve the Borrowing Powers to the Board under section 180(1)(a) and 180 (1) (c) of the Companies Act, 2013. • To approve the Limits of Loan / Guarantee / Investment under Section 186 of the Companies Act, 2013.
24th Annual General Meeting in the Year 2017 on Friday, 29th September, 2017 at 12.00 Noon
Venue
Hotel Sarovar Portico, Plot No. 90, Prince Road, Queens Road, Vaishali Nagar, Jaipur - 302021, Rajasthan, India
Special Resolution passed
<ul style="list-style-type: none"> • To approve the Borrowing Powers to the Board under section 180 (1) (c) of the Companies Act, 2013 • To approve the Limits of Loan / Guarantee / Investment under Section 186 of the Companies Act, 2013. • To approve transactions under Section 188 of the Companies Act, 2013 with Think of Technologies Private Limited, Shyam Communication Systems, Sistema Shyam Teleservices Limited, Vihaan Networks Limited and Think of US India Private Limited
23rd Annual General Meeting in the Year 2016 on Thursday 29th September, 2016 at 11.30 AM
Venue
Hotel Hilton, Plot No. 42, Geejgarh House, Hawa Sadak Road, Jaipur - 302006
Special Resolution passed
<ul style="list-style-type: none"> • To approve the Borrowing Powers to the Board under Section 180 (1) (c) of the Companies Act, 2013 • To approve the Limits of Loan / Guarantee / Investment under Section 186 of the Companies Act, 2013. • To approve transactions under Section 188 of the Companies Act, 2013 with Sistema Shyam Teleservices Limited, Vihaan Networks Limited and Think of US India Private Limited

b. Postal Ballot

No Postal Ballot was conducted during the financial year 2018-19. None of the businesses proposed to be transacted in the ensuing AGM require passing a resolution through Postal Ballot.

5. DISCLOSURES

- a. Compliance with Corporate Governance Requirements** - The Company has complied with all the Corporate Governance requirements as specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the Listing Regulations.
- b. Materially Significant Related Party Transactions** - All the disclosure pertaining to the Related Party Transactions are made in other Notes to the Accounts No. 35 to the Balance Sheet as well as in AOC-2 which forms part of this Annual Report.
- c. Whistle Blower Policy** - Pursuant to section 177(9) of the Companies Act, 2013 and the Listing Regulations, the Company has formulated the whistle blower policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against the victimization of employees and Directors who uses such mechanism and makes provision to direct access to the chairperson of the audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.
- d. Disclosure of Accounting Treatment** - All the financial statements made are as per the Accounting Standards, given by the Institute of Chartered Accountants of India (ICAI). The financial statements present true and fair view of underlying business transactions.
- e. Risk Management** - The Company has laid down the various procedures to inform Board Members about the risk involved in the business, its assessment and its minimization.
- f. Prevention of Insider Trading** - The Company has adopted a Code of Conduct for Prevention of Insider Trading as well as the Code of Practices and Procedures and Code of Conduct to Regulate, Monitor and Report Trading in Securities and Fair Disclosure of Unpublished Price Sensitive Information with a view to regulate trading in Securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's Shares and prohibits the purchase or sale of Company Shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. All Directors and the designated employees have confirmed compliance with the Code. The certification is provided below

TO WHOMSOEVER IT MAY CONCERN

It is hereby affirmed that there has been due compliance of SEBI (Prohibition of Insider Trading) Regulations, as amended from time to time by all the Directors of the Board and Senior Management Executives for the period commencing 1st April, 2018 to 31st March, 2019.

Sd/-
Gursharan Singh
Chief Executive Officer

- g. Proceeds from public issue, right issue, preferential issue etc.** - No proceeds has been made through Public, Right or Preferential issue.
- h. Details of non-compliance by the Company, Penalties, etc.** - The Company has complied with all requirement of Stock Exchanges, SEBI and other regulatory authorities on all matter pertaining to the capital markets and no penalties/ strictures have been imposed against it during the last three years.
- i. Subsidiary Company** - The Company had no subsidiary during the reporting period.

6. MEANS OF COMMUNICATION

a. Quarterly Results

Quarterly Results along with the notes are normally published in one English newspaper (Business Standard) and one vernacular language newspaper (Business Standard) and also informed to all Stock Exchanges where the Shares of the Company are listed.

b. Website/ Investors Grievance ID

The results and official news are displayed on the Company's website viz. www.shyamtelecom.com. Further the investor Grievance ID as per Listing Regulation for investor's queries has been generated on the Company's website which is investors@shyamtelecom.com. The Annual Report is also posted on the website.

The web-link of the Policies is as such:
<http://shyamtelecom.com/investor-relations/>

Following policies have been posted on the website:

- Code of Ethics
- Code of Conduct- Insider Trading
- Familiarization Programme Module
- Nomination Remuneration Policy
- Performance Evaluation Policy
- Related Party Transaction Policy
- Sexual Harassment Policy
- Preservation of Records Policy
- Determining Materiality and Archival of Disclosures Policy
- Code of Practices and Procedures and Code of Conduct to Regulate, Monitor and Report Trading in Securities and Fair Disclosure of Unpublished Price Sensitive Information

c. Chairman's Communique:

The printed copy of the Chairman's speech distributed to Shareholders at Annual General Meetings.

d. Periodical Filings:

The Financial Results, Shareholding Pattern and other corporate communication to the Stock Exchanges are filed in compliance with the Listing Regulations and also available on the website of the Company, likewise, the said information is also filed electronically with NSE through NSE's NEAPS portal and with BSE through BSE online portal.

e. SEBI Complaints Redress System (SCORES)

It is a centralized web - based complaints redress system processed for Investors Complaints. The salient features of this system is centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the Company

f. Transfer of Shares in respect of Unclaimed Dividend to Investor Education and Protection fund (IEPF) Authority

Pursuant to Section 124 (6) of the Companies Act 2013 read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules 2016 ("IEPF Rules"), the Company after giving due Notice in writing to the Shareholders of those Shares, in respect of which the dividend remained unclaimed for more than 7 consecutive years, transferred the respective Shares to IEPF Authority in the Month of July, 2019. Corporate action taken in this regard was made through NSDL. Details of such Shareholders whose shares are transferred to the IEPF and their unpaid dividends are available on the website of the Company as well as IEPF Authority.

Shareholder may note that both the Unclaimed Dividend and corresponding shares transferred to the IEPF including all benefits accruing on such shares, if any, can be claimed back from IEPF following the procedure prescribed in the IEPF Rules. No claim could be made in respect thereof with the Company.

7. GENERAL SHAREHOLDERS INFORMATION

a. 26th Annual General Meeting

Date	28 th September, 2019, Saturday
Time	11.00 AM
Venue	Hotel Sarovar Portico, Plot No. – 90, Prince Road, Queens Road, Vaishali Nagar, Jaipur – 302021, Rajasthan, India

b. Tentative Financial Calendar

The Company follows Financial Year from 1st April to 31st March each year.

Financial Reporting for	Tentative Board Meeting Schedule (subject to change)
Quarter ending June 30, 2019	First Fortnight of August, 2019
Half Year ending September 30, 2019	First Fortnight of November, 2019
Quarter ending December 31, 2019	First Fortnight of February, 2020
Year ending March 31, 2020	Second Fortnight of May, 2020

c. Date of Book Closure/Record Date

The Books shall be closed from 22.09.2019 to 28.09.2019 (both days inclusive)

d. Dividend Payment Date

The Company has not declared any dividend for the Financial Year ended 31st March, 2019.

e. Listing on Stock Exchanges

The Company's Shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

Name & Address of the Stock Exchanges	Stock Code/Scrp Code
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	517411
The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	SHYAMTEL
ISIN Number (Dematerialized Share)	INE635A01023

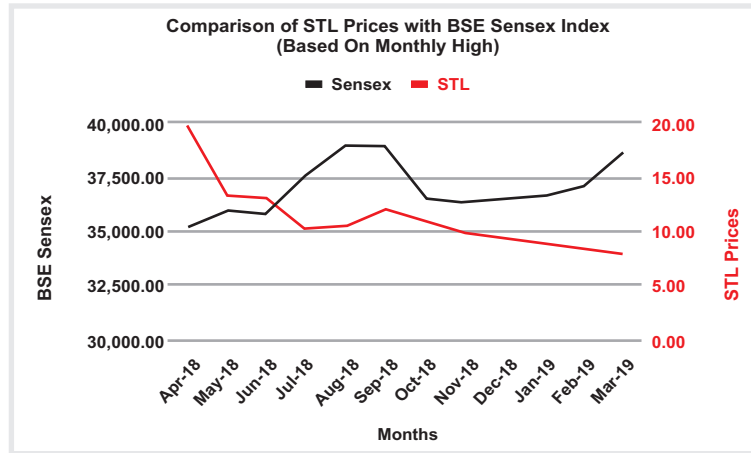
f. Stock Price Data

Monthly Highs and Lows of the Company's Equity Shares on the BSE and NSE during the Financial Year 2018-19 signifying the performance of the Company's equity Shares is given in the chart below:

BSE			NSE		
Month	High	Low	Month	High	Low
Apr 18	19.85	12.90	Apr 18	19.65	13.25
May 18	13.40	11.00	May 18	13.80	11.80
June 18	13.05	10.00	June 18	14.30	09.60
July 18	10.28	08.50	July 18	11.50	08.95
Aug 18	10.60	08.56	Aug 18	10.80	09.00
Sept 18	12.00	08.84	Sept 18	10.90	08.80
Oct 18	11.03	09.51	Oct 18	09.70	08.00
Nov 18	09.91	07.73	Nov 18	09.25	07.45
Dec 18	09.50	08.00	Dec 18	09.00	06.80
Jan 19	09.00	08.80	Jan 19	08.45	06.05
Feb 19	08.36	08.36	Feb 19	07.95	05.55
Mar 19	07.95	07.41	Mar 19	08.30	08.10

g. Comparative Stock Price Performance

The Equity Share Prices of the Company on BSE in comparison with the BSE Sensex are given in the following graph:



h. Details of Share Price and Market Capitalization:

The details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years are as follows:

	BSE			NSE		
	As on March 27, 2019*	As on March 28, 2018*	Increase/ (Decrease) (%)	As on March 08, 2019*	As on March 28, 2018*	Increase/ (Decrease) (%)
Market Price (High)	07.41	20.85	(64.46) %	08.10	21.50	(62.33) %
Market Capitalization (in Cr)	08.351	23.49795	(64.46) %	09.1287	24.2305	(62.33) %

(Source - This information is compiled from the data available on the website of BSE and NSE)

*The Scrip was neither traded on 31st March, 2018 nor on 31st March, 2019

i. Comparison of Share Price at the time of first public offer and market price of the Share of 27th March, 2019:

Market Price as on 27 th March, 2019* (BSE High)	07.41
Price at the time of initial public offer in (converted to price of each share for Face Value of 1 each)	10
% increase / (decrease) of Market price over the price at the time of initial public offer	(25.90) %

*The Scrip was not traded on 31st March, 2019

j. Registrar and Transfer Agents

The Company had appointed Share Transfer Agent, the details of which is given below, to handle the work related to Share transfer / dematerialization / re-materialization of shares and related works:

Indus Portfolio Private Limited
 G – 65, Bali Nagar, New Delhi – 110015
 Email: d.kataria@indusinvest.com /cs@indusinvest.com
 Web: www.indusinvest.com

All physical transfers, transmission, transposition, issue of duplicate share certificates, etc. are being processed by Indus Portfolio Private Limited. The work pertaining to the dematerialization / re-materialization is handled by Indus Portfolio Private Limited through connectivity with National Securities Depository Limited (“NSDL”) and Central Depository Services Limited (“CDSL”).

k. Share Transfer System

Share Transfers (including transmission / transposition) received by the Share Transfer Agent / Company are registered within 15 days from the date of receipt, provided the documents are complete in all respects. The Company obtains from a Company Secretary in Practice Half-Yearly Certificate of Compliance with the Share Transfer Formalities as required under Listing Regulations and files a copy of the said Certificate with Stock Exchanges, where the Shares of the Company are listed.

l. Distribution of Shareholding:

Distribution of shareholding as on 31st March, 2019 is as follows:

Number of Shares	Number of Shareholders	% of Total Shareholders	No. of Shares held	% of Total Equity
Upto 100	8,579	72.21	3,43,572	3.05
101-500	2,401	20.21	5,89,892	5.23
501-1000	456	3.84	3,70,468	3.29
1001-2000	190	1.60	2,77,554	2.46
2001-5000	141	1.19	4,41,052	3.91
5001-10000	55	0.46	4,02,228	3.57
10001-20000	31	0.26	4,41,809	3.92
20001-30000	6	0.05	1,44,194	1.28
30001-40000	3	0.03	1,01,380	0.90
40001-50000	4	0.03	1,91,432	1.70
50001-100000	4	0.03	2,99,162	2.65
100001-500000	3	0.03	5,16,524	4.58
Above 500001	7	0.06	71,50,733	63.45
Total	11,880	100.00	1,12,70,000	100.00

m. Categories of Shareholders as on 31st March, 2019

Shareholder's Category	Holding	% of Holding
Promoter's Relatives and Association	74,55,875	66.16
Bodies Corporate (Domestic)	2,55,476	02.26
Banks & Financial Institutions	105	00.00
Mutual Funds	NIL	00.00
Foreign Institutional Investors	NIL	00.00
Non-Resident Indians & Overseas Corporate Bodies	5,83,380	05.18
Resident Individuals	29,56,113	26.23
Other (Clearing House/ Clearing Member /Trust/Unclaimed)	19,051	00.17
Total	1,12,70,000	100.00

n. Shareholding with more than One Percent Holding as on 31st March, 2019

Shareholder's Category	Shares	%
Intell Invofin India Private Limited	16,97,807	15.06
Mehrotra Invofin India Private Limited	15,60,877	13.85
CellcapInvofin India Private Limited	8,18,081	7.26
A T Invofin Private limited	8,09,890	7.19
TeletecFinsec India Private Limited	8,03,913	7.13
Cellphone Credit & Securities India Pvt. Limited	7,60,165	6.75
Shyam Antenna Electronic Limited	7,00,000	6.21
Mr. Venkatesan Sukumar Iyer	2,15,080	1.91
Mrs. Madhvi Sharma	1,87,332	1.66
Mr. Rakesh Kanwar	1,85,500	1.65
Mr. Sandeep Sharma	1,15,944	1.03

o. Dematerialization of Shares and Liquidity

The Securities and Exchange Board of India ("SEBI") mandated compulsory trading in Shares of the Company by all investors in electronic form. As on 31st March 2019, 1,12,41,654 Shares of the Company held by Shareholders are in dematerialized form, aggregating to 99.75 % of the Equity Share Capital. With this the problem associated with the physical delivery will now be reduced to a large extent

p. Non-acceptance of the Recommendations of the Committees – There are no recommendations of committees of the Board which is mandatorily required and which has not been accepted by the Board.

q. Outstanding Global Depository Receipts (GDR), American Depository Receipts (ADR), Warrants or any Convertible Instruments which have likely impact on equity

The Company has no outstanding ADRs, GDRs, Warrants or any convertible instruments which have likely impact on its equity.

r. Details of the fees paid to the Statutory Auditor

During the Financial Year 2018-19, Total Remuneration paid to the Statutory Auditor during the Financial Year was Rs. 13,79,000 (Rs. 8,91,000 towards Audit Fees, Rs. 2,00,000 towards Tax Audit Fees and Rs. 2,88,000 towards Other Services) which is also mentioned in the Note No. 26 of the Financial Statements.

s. Investor Query/ Address for correspondence

The Company Secretary
Shyam Telecom Limited,
A – 60, Naraina Industrial Area,
Phase – I, New Delhi – 110028, India
Telephone No: +91 11 41411070-72
Fax No: +91 11 2579 2194

t. Disclosure with respect to Demat Suspense Account / Unclaimed Suspense Account

Particulars	No. of Shareholders	Shares
Aggregate number of Shareholders and the outstanding shares in the suspense account lying as on April 01, 2018	256	14,105
Shareholders who approached the Company for transfer of shares from suspense account during the year	Nil	Nil
Shareholders to whom shares were transferred from the suspense account during the year	Nil	Nil
Shareholders whose shares are transferred to demat account of the IEPF Authority as per Section 124 of the Companies Act, 2013	Nil	Nil
Aggregate number of Shareholders and the outstanding shares in the suspense account as on March 31, 2019	256	14,105

Remarks: All the voting rights in Shares held in the unclaimed Suspense Account are frozen till the rightful owner of such Shares claim the Shares.

- u. **Certificate on Non-Disqualification of Directors** – All the Directors of the Company have submitted a declaration stating that they are not debarred or disqualified by the SEBI / Ministry of Corporate Affairs (“MCA”) or any such other Statutory authority from being appointed or continuing as Directors of Companies. A Certificate under Regulation 34(3) read with Schedule V Para C Clause 10(i) of Listing Regulations to this effect issued by M/s Soniya Gupta & Associates, Practicing Company Secretary is given below:

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members,
SHYAM TELECOM LIMITED
Shyam House, Plot No. 3, Amrapali Circle,
Vaishali Nagar Jaipur 302021 Rajasthan,
India

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SHYAM TELECOM LIMITED** having CIN L32202RJ1992PLC017750 and having Registered Office at Shyam House, Plot No. 3, Amrapali Circle, Vaishali Nagar Jaipur 302021, Rajasthan, India (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Soniya Gupta & Associates
Company Secretaries

Sd/-
(SONIYA GUPTA)
Proprietor
FCS: 7493
C.P. NO 8136

Place: New Delhi
Date: 29-07-2019

- v. **CEO and CFO Certification** – The Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) of the Company give annual certification of financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The Annual Certificate given by the Chief Executive Officer and Chief Financial Officer is as follows:

To
The Board of Directors
Shyam Telecom Limited

CERTIFICATE BY THE CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) ON THE FINANCIAL STATEMENT OF THE COMPANY FOR THE YEAR ENDED 31st MARCH, 2019

We, Gursharan Singh, Chief Executive Officer ("CEO"), and Vinod Raina, Chief Financial Officer ("CFO"), of the Shyam Telecom Limited ("Company") honestly and ethically, hereby certify and affirm that as on & up to the date of this Certificate, there has been due compliance of applicable Accounting Standards and other related provisions as laid down by the Company, in pursuance to Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

We, heading & discharging the finance function, hereby certify to the Board that:

- A. We have reviewed Financial Statements for the Year ended 31st March, 2019 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by our Company during the year which are fraudulent, illegal or violative of our Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining Internal Controls for Financial Reporting and that we have evaluated the effectiveness of internal control systems of our Company pertaining to Financial Reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee
- 1) significant changes in Internal Control over Financial Reporting during the Year;
 - 2) significant changes in accounting policies during the Year and that the same have been disclosed in the notes to the Financial Statements; and
 - 3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in Company's Internal Control System over Financial Reporting.

Sd/-
GURSHARAN SINGH
CHIEF EXECUTIVE OFFICER

Sd/-
VINOD RAINA
CHIEF FINANCIAL OFFICER

- w. **Annual Declaration by CEO on adherence to the STL Code of Conduct** – All Directors and Senior Management Personnel have affirmed compliance with the code of conduct for 2018-19 as required under Regulation 26(3) of Listing Regulations. A Declaration to this effect signed by the CEO is given below. There were no materially significant transactions during the Financial Year with the Board Members and Senior Management including their relatives that had a potential conflict of interest with the Company. The code of conduct is available on the website of the Company.

TO WHOMSOEVER IT MAY CONCERN

It is hereby affirmed that the Company has adopted a comprehensive Code of Conduct (Code) for its Board Members and senior Management Executives and the code is available on the Company's website

Sd/-
Gursharan Singh
CEO

- x. **Certificate of Corporate Governance** – The Company has obtained a Certificate from Mr. Sandeep Mehra, Practicing Company Secretary confirming compliance with the conditions of the Corporate Governance as per Regulation 34(3) read with Schedule V(C) of the Listing Regulations. The said Certificate is given below:

<p style="text-align: center;"><u>Corporate Governance Compliance Certificate</u></p> <p>To, The Members of Shyam Telecom Limited</p> <p>I have examined the compliance of conditions of Corporate Governance by Shyam Telecom Limited (“the Company”), for the year ended on 31st March, 2019, as stipulated under Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company. In my opinion and to the best of my information and according to the explanations given to me, I that the certify Company has complied with the:</p> <p>a) All the mandatory conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>b) All mandatory conditions of Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.</p> <p>Sd/- Sandeep Mehra Membership No. A23624 C.O.P. No.: 15786 Date: 25th July, 2019 Place: New Delhi</p>

8. ACKNOWLEDGMENT

The Board wishes to place on records its sincere appreciation for the continued assistance and support extended to the Company by its Bankers, Vendors, Government Authorities and Employees.

Your Directors acknowledge with gratitude the encouragement and support extended by our valued Shareholders.

For and on Behalf of the Board of Directors

SHYAM TELECOM LIMITED

Sd/-
AJAY KHANNA
Managing Director

Sd/-
NISHI SABHARWAL
Director

Place – Delhi
Date – 12th August, 2019

No. 1560/2018-19
The Board of Directors
Shyam Telecom Ltd
A - 60, Naraina Industrial Area, Phase - 1
New Delhi - 110028

Dated: 21.05.2019

Dear Sirs,

Subject: Internal Auditor's Report for the year ended on 31st March, 2019

1. We have carried out internal audit of the company for the year ended mentioned in the subject. Internal audit has been done in terms of our appointment made by the Board of Directors of the company.
2. We have audited the systems, processes and internal controls of the company w.r.t. various line items of its financial statements. The operation of these systems processes and controls are the responsibility of the company's management. Our responsibility is to express an opinion on the weaknesses in internal controls, risk management and governance framework, highlighting any exceptions and cases of non compliance, and suggest improvements in the design and operation of controls based on our internal audit.
3. Internal audit was conducted in accordance with generally accepted audit procedures as applicable in India. It was planned and performed to obtain reasonable assurance whether the systems, procedures and controls operate efficiently and effectively and financial information is free of material misstatement.
4. Internal audit includes-
 - a) examining on test basis, evidences to support the amounts and disclosures in financial statements;
 - b) assessing the strength, design and operating effectiveness of internal controls at process level and identifying areas of control weakness, and vulnerability in the system and procedures adopted by the entity;
 - c) assessing the accounting principles and estimates used in the preparation of the financial statements; and
 - d) evaluating the overall entity-wide risk management and governance framework.
5. We have applied sampling method to test the controls and details. The depth and sample size is ascertained based on risk assessment using our professional judgment. The method of sample selection is based on systematic selection. We have also applied risk assessment procedures and analytical Procedures at the planning and overall review stages of internal audit.
6. Risk assessment procedures are performed to obtain an understanding of the entity and its environment including its internal control, to identify and assess the risk of material misstatement. Analytical procedures are the analysis of significant ratios and trends including the resulting investigation of fluctuations, and relationships in both the financial and non financial data. The choice of procedures, methods and level of application is a matter of internal auditor's professional judgment which do not include complex analyses using advanced statistical techniques.
7. **Significant observations and findings during the period**
- NIL -
8. The internal auditor's report is intended for use by the Board of Directors including the audit committee of the Board and may also be required and referred by the statutory auditors of the company. This report is not intended to be used for any other purpose or distributed to any other parties.

For Padam Dinesh & Co.
Chartered Accountants
FRN - 009061N

Sd/-

CA Rakesh Aggarwal
Partner
M. No. -084226

INDEPENDENT AUDITOR'S REPORT

To the Members of
SHYAM TELECOM LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **SHYAM TELECOM LIMITED** ("the Company"), which comprise the balance sheet as at March 31, 2019, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 40 in the financial statements, which indicates that the Company incurred a net loss of Rs. 1,222.05 lacs during the year ended March 31, 2019 and, as of that date; the Company's current liabilities exceeded its total assets by Rs. 818.66 lacs. Also the net worth of the company has fully eroded. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. However, the financial statements of the company have been prepared on a going concern basis for the reasons stated in Note 40 of the Financial Statements.

Our opinion is not modified in respect of this matter.

Emphasis of Matter

The Department of Telecommunications, Ministry of Communication, Government of India, had invited the tenders from the Indian Companies to provide basic telephony services. The Company Shyam Telelink Networks Ltd. (India) (STNL) (then 100% subsidiary of Shyam Telecom Limited) along with ARM Ltd. and other parties entered into an MOU to jointly participate in the tenders through STNL. The parties entered into an agreement from which ARM Ltd. withdrew and the parties agreed for buying the shares of ARM Ltd. for a consideration of Rs 10 crores. The same was partly affected but STNL did not pay the balance amount alleging fraud by ARM Ltd. The matter which was under arbitration by a sole arbitrator who was replaced by the Hon'ble Supreme Court of India (which was approached by the Company by way of an SLP), which vide its order dated 29th August, 2012 appointed a different Sole arbitrator.

The arbitrator vide his order dated 24th January, 2014 has directed the company to pay ARM Ltd. Rs 11.50 crores along with interest to date of Rs 18.45 crores totalling Rs. 29.95 crores on account of payout. The interest shall be payable upto the date of payment. In addition to the above he has further awarded USD 5,00,000 at the conversion rate prevailing on 24th January, 2014 plus interest @ 9% p.a. from the date of award till the date of payment which comes to Rs. 4.28 crores and Rs 20 Lakhs payable to ARM Ltd. as arbitration cost.

The company has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 against the said order before the Hon'ble Delhi High Court. The Hon'ble Delhi High Court has issued notice in the said application (which has the effect of stay on the award), and the matter was sub-judice before the Hon'ble Delhi High Court.

In the current year, the Company entered into a settlement agreement dated 3rd August, 2018 for mutually resolving and settling the pending proceedings before the Hon'ble Delhi High court and satisfaction of the Arbitral award. In terms of the said agreement duly registered with the Hon'ble Delhi High Court, the Company has paid Rs. 10 Crores in full & final satisfaction of all claims of ARM Limited (presently known as ICOMM Tele Limited) to date. The same has been accounted for in the books as an exceptional item. Refer Note 30 of the financial statements.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	How our audit Addressed the Key Audit Matter
1.	<p>Uncertain Taxation Matters: The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Refer Notes no. 30 to the Financial Statements.</p>	<p>Principle Audit Procedure: We have obtained details of completed tax assessments and demands up to March 31, 2019 from management. We assessed the management's underlying assumptions in estimating the tax provisions and the possible outcome of the disputes. We also considered legal precedence and other rulings, including in the company's own cases, in evaluating management's position on these uncertain tax positions.</p>
2.	<p>Provisions and contingent liabilities: There are a number of legal, regulatory and tax cases against the Company. High level of judgment is required in estimating the level of provisioning required. Refer to note no. 30 of Financial statements</p>	<p>Principle Audit Procedure: We analyzed the current status of the tax cases. For legal, regulatory and tax matters our procedures included the following:</p> <ul style="list-style-type: none"> · Testing key controls over litigation, regulatory and tax procedures; · Performing substantive procedures on the underlying calculations supporting the provisions recorded; · Where relevant, reading external legal opinions obtained by management; · Meeting with regional and local management and reading relevant correspondence; · Discussing open matters with the Company litigation, regulatory, general counsel and tax teams; · Assessing management's conclusions through understanding precedents set in similar cases; and <p>Based on the evidence obtained, and the related disclosures in note no. 30 of the financial statements, conclude that the disclosure was sufficient.</p>
3.	<p>Amount recoverable from / payables to foreign parties pending for settlements due to non receipts of approvals: There are a number of cases where amount recoverable from / payable to foreign parties are pending for settlements due to non receipt of necessary approvals from Reserve Bank of India. High level of judgment is required in estimating the possible outcome of these cases. Refer to note no. 31 and 32 of Financial statements.</p>	<p>Principle Audit Procedure: We analyzed the current status of the Pending cases. Our procedures included the following:</p> <ul style="list-style-type: none"> • Testing key controls over regulatory procedures; • Performing substantive procedures on the underlying calculations supporting the provisions recorded; • Where relevant, reading external legal opinions obtained by management; • Meeting with the management and reading relevant correspondence done with Reserve Bank of India; • Assessing management's conclusions through understanding precedents set in similar cases;

Other Matters

An amount of Rs. 35.78 Cr. being advances from customers classified under the head "Other Current Liabilities" are in process of being settled. Our opinion is not qualified in respect of above matter.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion.

Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure -A**"; a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- (c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure - B**".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 30 to the financial statements;
 - ii. The Company has made provision as required under the applicable law or accounting standards for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For VGM & Co.
Chartered Accountants
Firm Registration No.: 029823N

Sd/-
Aastha Jain
Partner
Membership No.: 519915

Place: New Delhi
Date: May 29, 2019

ANNEXURE – “A” TO INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

i. In respect of fixed assets:

- The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- The fixed assets covering significant value have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the Company and the nature of its business. On the basis of the information and explanations given by the management, no material discrepancies have been noticed on such verification
- The title deeds of immovable properties are held in the name of the company

ii. In respect of inventory:

- The inventory of the Company in its possession has been physically verified by the management at reasonable intervals. In our opinion the frequency of verification is reasonable.
- The procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- The Company has generally maintained proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and these have been properly dealt with in the books of account.

iii. According to information and explanation given to us, the Company has granted unsecured loans to its Subsidiary Company namely Shyam Telecom Inc., USA, covered in the register maintained under section 189 of the Act, in earlier years. The said Subsidiary co was dissolved in Dec, 2015 and Co made provision of said advances and has filed papers with RBI for same as disclosed in Note no 32 of the financial statements.

In our opinion and according to information and explanations given to us, the company has not given any loan, made any investment, given any guarantee, or provided and securities covered under section 185. The company has complied with the provision of section 186 of the Companies Act.

- In our opinion and according to information and explanation given to us, the Company has not accepted any deposits covered under section 73 or any other provisions of the Companies Act 2013.
- As per information and explanations given to us, the company is not required to maintain cost records as prescribed under the Companies Act, 2013. Accordingly the provisions of the paragraph 3(vi) of the order are not applicable to the Company.
- According to records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods & Service Tax, Sales Tax, Service Tax, Wealth Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2019 for a period more than six months from the date of becoming payable.
 - According to the information and explanations given to us, there were no dues in respect of Income Tax, Duty of Excise, Duty of Customs, Cess, Sales Tax, Service Tax, Value Added Tax and Wealth Tax which have not been deposited on account of any dispute except the following:

Name of the Statute	Nature of the dues	Period to which the amount pertains	Amount (Net of Paid) Rs. In Lakhs	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	A.Y. 2011-12	24.91	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	A.Y. 2012-13	12.24	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	A.Y. 2013-14	110.37	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	A.Y. 2014-15	94.28	Income Tax Appellate Tribunal
Karnataka Value Added Tax Act, 2003	VAT	F.Y. 2010-11, F.Y. 2011-12 F.Y. 2012-13	11.24 14.16 20.72	Jt. Commissioner of Commercial Tax Appeals
Maharashtra Value Added Tax Act, 2002	VAT	F.Y. 2012-13	33.27	Maharashtra Sales Tax Tribunal, Mumbai
Uttarakhand Value Added Tax Act, 2005	VAT	F.Y. 2012-13 F.Y. 2013-14 F.Y. 2014-15 F.Y. 2015-16	4.89 14.25 21.29 19.32	Jt. Commissioner Commercial Tax Appeals, Dehradun

- vii. The Company has not issued any debentures and has not borrowed any fund from financial institutions. The company has not defaulted in repayment of dues to the bank.
- viii. The Company did not raise any money by way of initial public offer or further public offer including debt instruments and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- ix. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- x. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xi. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xv. The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For VGM & Co.

Chartered Accountants

Firm Registration No.: 029823N

Sd/-

Aastha Jain

Partner

Membership No.: 519915

Place: New Delhi

Date: May 29, 2019

Annexure –“B” to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Shyam Telecom Limited** (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For VGM & Co.

Chartered Accountants
Firm Registration No.: 029823N

Sd/-

Aastha Jain
Partner
Membership No.: 519915

Place: New Delhi
Date: May 29, 2019

BALANCE SHEET AS AT 31ST MARCH, 2019

(Rs. in lacs)

Sr. No.	Particulars	Note No.	As at 31 st March, 2019	As at 31 st March, 2018
ASSETS				
1	Non-current assets			
	Property, Plant and Equipment	2	291.81	310.93
	Other Intangible Assets	2(a)	-	-
	Financial Assets			
	Investments	3	2.47	8.42
	Loans	4	3.95	7.42
	Others	10(a)	1.48	15.55
	Income Tax Assets (net)		266.90	258.27
	Deferred tax assets (net)	5	13.36	6.94
	Other non-current assets	6	7.33	11.08
2	Current assets			
	Inventories	7	121.74	217.21
	Financial Assets			
	Investments	8	79.32	124.41
	Trade receivables	9	92.03	128.91
	Cash and cash equivalents	10	160.36	190.49
	Other bank balances	10(a)	150.94	612.34
	Loans	11	10.94	194.60
	Current Tax Assets (net)		3.50	7.20
	Other current assets	12	2,209.67	3,249.32
	TOTAL ASSETS		3,415.80	5,343.09
EQUITY AND LIABILITIES				
Equity				
	Equity Share capital	13	1,127.00	1,127.00
	Other Equity	14	(1,958.30)	(722.37)
LIABILITIES				
1	Non-current liabilities			
	Financial liabilities			
	Borrowings	15	-	4.64
	Provisions	16	12.64	12.97
2	Current liabilities			
	Financial liabilities			
	Trade payables	17		
	Total outstanding dues of micro enterprises and small enterprises		-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises		467.71	981.72
	Other Financial Liabilities	18	4.68	6.19
	Other Current Liabilities	19	3,753.66	3,928.24
	Provisions	20	8.41	4.70
	TOTAL EQUITY AND LIABILITIES		3,415.80	5,343.09

SIGNIFICANT ACCOUNTING POLICIES

 The accompanying notes are an integral part of these financial statements
 As per our report of even date attached

For and on behalf of Board of Directors

 For VGM & Co.
 Chartered Accountants
 Firm Regn. No. 029823N
 Sd/-
AASTHA JAIN
 Partner
 M. No.: 519915
 Place: New Delhi
 Date: May 29, 2019

Sd/-	Sd/-
RAJIV MEHROTRA	AJAY KHANNA
Chairman & Director	Managing Director
DIN: 00035766	DIN: 00027549
Sd/-	Sd/-
GURSHARAN SINGH	VINOD RAINA
Chief Executive Officer	Chief Financial Officer
	Sd/-
	SAURAV GOEL
	Company Secretary

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH, 2019

(Rs. in lacs)

Sr. No.	Particulars	Note No.	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
INCOME				
I	Revenue From Operations	21	864.50	2,368.40
II	Other Income	22	493.13	395.37
III	TOTAL INCOME (I-II)		1,357.63	2,763.77
IV EXPENSES				
	Purchases of Stock-in-Trade		674.33	2,042.11
	Changes in Inventory of Stock-in-Trade	23	95.47	(55.74)
	Employee Benefits expenses	24	236.57	261.63
	Finance Costs	25	9.56	19.81
	Depreciation and amortisation expense	2	29.47	34.98
	Other Expenses	26	538.59	446.41
	TOTAL EXPENSES (IV)		1,583.99	2,749.20
V	Profit/ (Loss) before exceptional items and tax (III-IV)		(226.36)	14.57
VI	Exceptional items	27	1,000.00	-
VII	Profit/ (Loss) before tax (V-VI)		(1,226.36)	14.57
VIII	Tax Expenses:	28		
	- Current Tax		(1.39)	1.16
	- Deferred Tax		(2.92)	(0.21)
			(4.31)	0.95
IX	Profit/ (Loss) for the period (VII-VIII)		(1,222.05)	13.62
X	Other Comprehensive Income	29		
	Items that will not be reclassified to Statement of Profit and Loss		(17.38)	2.05
	Income tax effects relating to above items		(3.50)	0.78
	Items that will be reclassified to Statement of Profit and Loss		-	-
	Income tax relating to items that will be reclassified to Statement of Profit and Loss		-	-
	Total Other Comprehensive Income		(13.88)	1.26
XI	Total Comprehensive Income (IX+X)		(1,235.93)	14.89
	Basic and Diluted Earning Per Share (Rs.)		(10.97)	0.13

SIGNIFICANT ACCOUNTING POLICIES

The accompanying notes are an integral part of these financial statements
As per our report of even date attached

For VGM & Co.

Chartered Accountants

Firm Registration No.: 029823N

Sd/-
AASTHA JAIN
Partner

M. No.: 519915

Place: New Delhi
Date: May 29, 2019

For and on behalf of the board of directors

Sd/-

RAJIV MEHROTRA
Chairman & Director
DIN: 00035766

Sd/-

GURSHARAN SINGH
Chief Executive Officer

Sd/-

VINOD RAINA
Chief Financial Officer

Sd/-

AJAY KHANNA
Managing Director
DIN: 00027549

Sd/-

SAURAV GOEL
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2019

Sr. No.	Particulars	(Rs. in lacs)	
		For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
I	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit / (Loss) before tax	(1,226.36)	14.57
	Adjustments for:		
	Depreciation and Amortization expenses	29.47	34.98
	Interest income	(19.33)	(62.39)
	Bad debts written off	17.90	21.00
	Liabilities written back	(443.21)	(283.33)
	Interest and financial charges	1.05	1.56
	Allowances for doubtful debts/ advances (net) including expected credit losses	168.41	4.29
	Provisions for leave encashment and retirement benefit	3.39	0.10
	Dividend received	(10.40)	(8.56)
	Loss/ (Profit) on sale of Investments	0.22	-
	Loss/ (Profit) on sale of Assets	(1.23)	0.02
	Exchange fluctuations	85.43	4.41
	Provisions written back	-	(7.51)
	FMV Loss on Investments	5.95	(6.79)
	Other non-cash adjustments	(1.65)	0.44
	Operating profit before working capital changes	(1,390.36)	(287.21)
	Movements in working capital :		
	(Increase) / Decrease in trade receivables	36.88	(95.63)
	(Increase) / Decrease in Inventories	95.47	(55.74)
	(Increase) / Decrease in loans and advances	354.34	(76.82)
	(Increase) / Decrease in other current assets	1,039.65	(19.97)
	(Increase) / Decrease in Other Non-Current Assets	3.76	(0.88)
	Increase / (Decrease) in trade payables	(514.01)	(111.45)
	Increase / (Decrease) in other current liabilities	(174.59)	228.17
	Increase / (Decrease) in provisions	3.39	0.10
	Increase / (Decrease) in Other Long Term Liabilities	(4.64)	(6.11)
	Cash Generated From / (used in) operations	(550.12)	(425.54)
	Direct taxes paid	-	(10.55)
	NET CASH FLOW FROM OPERATING ACTIVITIES (A)	(550.12)	(436.09)
II	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of property, plant & equipments	(10.52)	(4.73)
	Investments in Mutual Funds	(720.00)	-
	Proceeds from Sale of Investments in Mutual Funds	776.12	389.53
	Proceeds from sale of property, plant & equipments	1.40	0.62
	Investment in Bank Deposits (having original maturity of more than 3 months)	448.94	41.49
	Interest received	19.33	62.39
	Dividend Received	10.40	8.56
	NET CASH FLOW FROM INVESTING ACTIVITIES (B)	525.67	497.86
III	CASH FLOW FROM FINANCING ACTIVITIES		
	Repayment of borrowings	(4.64)	(6.11)
	Interest paid	(1.05)	(1.61)
	NET CASH FLOW FROM FINANCING ACTIVITIES (C)	(5.69)	(7.72)
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(30.13)	54.05
	Cash and cash equivalents at the beginning of the year	190.49	136.42
	Cash and Cash Equivalents at the end of the year	160.36	190.48

Significant Accounting Policies 1
The accompanying notes are an integral part of these financial statements
As per our report of even date attached

For VGM & Co.
Chartered Accountants
Firm Registration No.: 029823N

Sd/-
AASTHA JAIN
Partner
M. No.: 519915

Place: New Delhi
Date: May 29, 2019

For and on behalf of the board of directors

Sd/-	Sd/-
RAJIV MEHROTRA	AJAY KHANNA
Chairman & Director	Managing Director
DIN: 00035766	DIN: 00027549

Sd/-
GURSHARAN SINGH
Chief Executive Officer

Sd/-
VINOD RAINA
Chief Financial Officer

Sd/-
SAURAV GOEL
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

A EQUITY SHARE CAPITAL

(Rs. in lacs)

Particulars	Balance as at 01 st April, 2018	Changes in equity share capital during the year	Balance as at 31 st March, 2019
Equity Share Capital	1,127.00	-	1,127.00

B OTHER EQUITY

(Rs. in lacs)

Particulars	Investment Subsidy	Retained Earnings	Other Comprehensive Income		Total
			Fair value gain or loss on Equity Instruments	Remeasur- ment of defined benefit plans	
Balance as at 01st April, 2018	15.00	(737.09)	0.75	(1.04)	(722.37)
Profit / Loss for the year	-	(1,222.05)	-	-	(1,222.05)
Transfer from other comprehensive income to retained earnings	-	(1.04)	-	1.04	-
Remeasurement of defined benefit obligation	-	(8.52)	-	-	(8.52)
Unrealised loss on equity shares carried at fair value through OCI	-	-	(5.35)	-	(5.35)
Balance as at 31st March, 2019	15.00	(1,968.70)	(4.60)	-	(1,958.30)

Significant Accounting Policies

1

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For VGM & Co.

Chartered Accountants

Firm Registration No.: 029823N

Sd/-

AASTHA JAIN

Partner

M. No.: 519915

For and on behalf of the board of directors

Sd/-

RAJIV MEHROTRA
Chairman & Director
DIN: 00035766

Sd/-

AJAY KHANNA
Managing Director
DIN: 00027549

Sd/-

GURSHARAN SINGH
Chief Executive Officer

Sd/-

VINOD RAINA
Chief Financial Officer

Sd/-

SAURAV GOEL
Company Secretary

Place: New Delhi

Date: May 29, 2019

NOTES FORMING PART OF FINANCIAL STATEMENTS

1) Company Overview and Significant accounting policies

1. Company overview

Shyam Telecom limited ('the Company') is a Public Company domiciled and incorporated in India as a limited liability company with CIN No.: L32202RJ1992PLC017750. Its shares are listed on National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The registered office of the company is situated at Jaipur, Rajasthan.

The Company is presently primarily engaged in trading of mobile accessories in India. The financial statements were authorized for issue in accordance with a resolution of the Board of Directors on May 29, 2019.

2. Basis for Preparation of Financial Statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind-AS) under the historical cost convention method on accrual basis. Certain financial instruments are measured at fair values. The Ind-AS are prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

3. Use of Estimates

The preparation of the financial statements in conformity with Ind-AS requires management to make estimate, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made, and if material are reflected in the financial statements in the period in which changes are made, and, if material, their effects are disclosed in the notes to financial statements

4. Current versus non - current classification

An asset is considered as current when it is:

- expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as noncurrent.

A liability is considered as current when it is:

- Expected to be settled in normal operating cycle;
- Held primarily for the purpose of trading;
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities

5. Measurement of Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer liability in an orderly transaction between market participants at the measurement date. The fair measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that participants would use when pricing the asset or liability, assuming that market participants act in their economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Input for the asset or liability that is not based on observable market data (unobservable inputs).

6. Property Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. The cost of property, plant and equipment acquired in a business combination is recorded at fair value on the date of acquisition.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the Statement of Profit or Loss when the asset is de-recognised.

For transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as on April 1, 2016 measured as per previous GAAP as it deemed cost on the date of transition.

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Assets	Useful life (in years)
Building	30
Plant & Equipment	15
Furniture & Fixture	10
Office Equipment	5
Computer	3
Vehicles (Motorcars)	8
Vehicles(Scooters & Bikes)	10

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Leasehold lands are amortised over the period of lease. Buildings constructed on leasehold land are depreciated based on the useful life specified in Schedule II to the Companies Act, 2013, where the lease period of land is beyond the life of the building.

In other cases, buildings constructed on leasehold lands are amortized over the primary lease period of the lands.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

7. Intangible assets

As per Ind-AS 38 Intangible assets are stated at acquisition cost and other cost incurred, which is attributable to preparing the asset for its intended use, less accumulated amortization and accumulated impairment losses, if any. The cost of intangible assets acquired in a business combination is recorded at fair value on the date of acquisition. Intangible assets are amortized on straight line basis over their estimated useful economic life not exceeding ten years.

An item of intangible assets is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the Statement of Profit or Loss when the asset is de-recognized. The residual values, useful lives and methods of amortization of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

For transition to Ind-AS, the Company has elected to continue with the carrying value of all its intangible assets recognized as on April 1, 2016 measured as per previous GAAP as it deemed cost on the date of transition.

8. Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are recognized as deduction from equity net of any tax effect.

9. Expenditure incurred during Construction period

Expenditure directly relating to construction activity including trial run production expenses (net of income, if any) is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is not related to the construction activity nor is incidental thereto, is charged to the Statement of Profit & Loss.

10. Revenue Recognition

As per Ind AS 18 Revenue is recognised on a fair value basis to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- **Sale of Product**

Revenue from sale of products is recognised, when significant risks and rewards of ownership have been transferred to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of products. It also includes excise duty and excludes value added tax / sales tax. It is measured at fair value of consideration received or receivable, net of returns and allowances.

- **Rendering of Services**

Revenue from services is recognised as they are rendered based on arrangements with the customers.

- **Interest Income**

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.

- **Dividend Income**

Dividend income is recognised when the Company's right to receive such dividend is established.

11. Inventories

Inventories are valued at lower of cost or net realizable value. The cost is determined by using first-in-first-out (FIFO) method. Finished goods and work-in progress include costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

12. Financial Instruments

12.1 Initial Recognition and Measurement

The Company recognizes financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are recognised on the trade date.

12.2 Subsequent Measurement

A. Non-Derivative Financial Instruments

Financial Assets Carried at Amortised Cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at Fair Value Through Other Comprehensive Income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election for its investments were classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

Financial Assets at Fair Value Through Profit or Loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss. Financial Liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

B. Derivative Financial Instruments

Financial Assets or Liabilities, at Fair Value through Profit or Loss:

This category has derivative financial assets or liabilities which are not designated as hedges. Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets/ liabilities in this category are presented as current assets/ liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

C. De-recognition of Financial Instrument:

The Company derecognizes a financial asset when the contractual right to receive the cash from the financial asset expires or it transfers the financial asset. A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

13. Product Warranty Expenses

Liability for Warranties is recognized at the time the claim is accepted.

The necessary provisions are made with respect to warranties claimed and accepted up to the end of one month from the close of the year.

14. Foreign Currency

14.1 Functional Currency

Financial statements of the Company are presented in Indian Rupees (₹), which is also the functional currency.

14.2 Transactions and Translations

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations are included in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gain and losses are presented in the statement of profit and loss on net basis within other gains/ (losses).

15. Borrowing Costs

i) As per Ind AS 23 Borrowing costs, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use, are capitalized as part of the cost of the respective asset. All other borrowing costs are charged in the period, in which they occur in the statement of profit and loss.

ii) Income on Investments

Dividend on shares is accounted for, as and when the right to receive the same is established.

16. Claims

Claims receivables are accounted for depending on the certainty of receipt and claims payables are accounted at the time of acceptance.

17. Employee Benefits

Short term employee benefits are recognized as expenses at the undiscounted amount in the Statement of Profit & Loss of the year in which related service is rendered.

The company has defined contribution plans for post-retirement benefit, namely Employee Provident Fund Scheme administered through Provident Fund Commissioner and company contribution is charged to revenue every year.

Company contribution to state plans namely Employees State Insurance Fund & Employee Welfare Fund is charged to revenue every year.

- (1) The company has defined benefit plan namely Leave Encashment / Compensated absence and Gratuity, the liability for which is determined on the basis of an actuarial valuation at the end of the year. Gratuity Trust is administered through Life Insurance Corporation of India (LIC).
- (2) Termination benefits are recognized as expense immediately.
- (3) Gain or Loss arising out of actuarial valuation is recognized in the Statement of Profit & Loss as income or expense.

Post-employment and other long term employee benefits are recognized as an expense in the Statement of Profit and Loss for the period in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effects of any plan amendments are recognized in the statement of profit and loss.

18. Taxation

Income tax comprises of current and deferred income tax. Provision for current income tax is made after taking credit for allowances and exemptions. In case of matters under appeal, due to disallowance or otherwise, provision is made when the said liabilities are accepted by the company.

Deferred Tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for the financial reporting purposes at the reporting date.

Deferred tax assets arising from temporary timing difference are recognised to the extent there is virtual certainty that the asset will be realized in future.

Minimum alternative tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 (specified period). In the year, in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in the guidance note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified period.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

19. Government Grants

Government grant in the nature of promoter's contribution is treated as capital receipt and credited to investment subsidy account. Grant in the nature of revenue subsidy is treated as revenue receipt and credited to profit and loss account.

20. Provision and Contingent Liabilities

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in notes.

Show cause notices issued by various government authorities are not considered as obligation. When the demand notice are raised against such show cause notice and are disputed by the company then these are classified as possible obligations.

21. Leases

Leases where significant portion of risk and reward of ownership are retained by the lessor are classified as operating leases and lease payments are recognised as an expense on a straight line basis in Statement of Profit and Loss over the lease term.

Finance leases that transfer substantially all of the risks and benefits incidental to ownership of the leased item, are capitalized at commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and a reduction in the lease liability so as to achieve a constant rate of interest on the remaining balance of liability. Finance charges are recognised in finance cost in the statement of profit and loss.

22. Proposed Dividend

The final dividend on shares is recorded as liability on the date of approval by the shareholders, and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

23. Cash and Cash Equivalent

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments (original maturity less than 3 months) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value

24.. Earnings per Share

The earnings considered in ascertaining the company's Earnings per Share ('EPS') comprise the profit/ (loss) for the year. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year. The weighted average number of equity shares outstanding during the year are adjusted for event of bonus element in a rights issue to existing shareholders.

The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of shares, if any which would have been used in the conversion of all dilutive potential equity shares.

25. Impairment

a) Financial Assets

The Company recognizes loss allowances using the expected credit losses (ECL) model for the financial assets which are not fair valued through statement of profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in statement of profit and loss.

b) Non-Financial Asset

Intangible Assets and Property, Plant and Equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely in dependent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognised for the asset in prior year.

26. Standards issued but not effective

(a) Ind-AS 116 'Leases'

On 30th March 2019, Ministry of Corporate Affairs ('MCA') has clarified that Ind-AS 116 is effective for annual periods beginning on or after 01st April, 2019 and it replaces Ind-AS 17 Leases, including appendices thereto. Ind-AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind-AS 17. The standard includes two recognition exemptions for lessees - leases of 'low-value' assets and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. The Company is evaluating the requirements of the new standard and its effect on the financial statements is being evaluated.

(b) Amendment to Ind-AS 12, Income taxes

On 30th March 2019, Ministry of Corporate Affairs ("MCA") has notified Appendix C to Ind-AS 12 Income taxes - "Uncertainty over Income Tax Treatments". The amendment to Ind-AS 12 requires the entities to consider recognition and measurement requirements when there is uncertainty over income tax treatments. In such a circumstance, an entity shall recognise and measure its current or deferred tax asset or liability accordingly. The effective date of amendment is 01st April, 2019. Further, there has been an amendment in relevant paragraphs in Ind-AS 12 "Income Taxes" which clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events in accordance with Ind-AS 109. The Company is evaluating the requirements of the appendix and its impact on the financial statements.

(c) Amendment to Ind-AS 19, Employee benefits

On 30th March 2019, Ministry of Corporate Affairs ("MCA") has issued an amendment to Ind-AS 19 which requires the entities to determine current service cost using actuarial assumptions and net interest using discount rate determined at the start of the annual reporting period. However, if an entity re-measures the net defined benefit liability (asset) as per the requirement of the standard, it shall determine current service cost and net interest for the remainder of the annual reporting period after the plan amendment, curtailment or settlement using the actuarial assumptions used to re-measure the net defined benefit liability (asset). The effective date of amendment is 01st April, 2019. The Company is evaluating the requirements of the amendments and their impact on the financial statements.

(d) Amendment to Ind-AS 109, Financial instruments

On 30th March 2019, Ministry of Corporate Affairs ("MCA") issued an amendment to Ind AS 109 in respect of prepayment features with negative compensation, which amends the existing requirements in Ind-AS 109 regarding termination rights in order to allow measurement at amortized cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. This amendment is effective for annual periods beginning on or after 01st April, 2019. The Company expects no impact of the amendment on the financial statements.

(e) Amendment to Ind-AS 23, Borrowing costs

On 30th March 2019, Ministry of Corporate Affairs ("MCA") issued an amendment to Ind AS 23 "Borrowing Costs" clarifies that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings. This amendment is effective for annual periods beginning on or after 01st April, 2019. The Company expects no material impact of the amendment on the financial statements.

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE - 2

PROPERTY, PLANT AND EQUIPMENT

(Rs. in lacs)

Particulars	Land Free Hold	Land Lease Hold	Building	Plant & Equipment	Furniture & Fixture	Office Equipment	Computer	Vehicles	Total
As At 01-04-2017	1.77	83.52	308.00	7.41	18.97	84.14	37.17	208.65	749.65
Additions	-	-	-	-	-	1.47	2.53	0.73	4.73
Assets held for sale	-	-	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	8.69	8.69
As At 31-03-2018	1.77	83.52	308.00	7.41	18.97	85.61	39.70	200.69	745.69
Additions	-	-	-	-	-	10.52	-	-	10.52
Assets held for sale	-	-	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	3.47	3.47
As At 31-03-2019	1.77	83.52	308.00	7.41	18.97	96.13	39.70	197.22	752.73
Accumulated Depreciation									
As At 01-04-2017	-	-	144.89	7.04	18.12	60.94	33.70	143.13	407.82
Charge for the Year	-	-	9.75	-	0.12	5.27	1.95	17.88	34.98
Impairment loss	-	-	-	-	-	-	-	-	-
Adjustments on sale	-	-	-	-	-	-	-	8.05	8.05
As At 31-03-2018	-	-	154.65	7.04	18.24	66.21	35.65	152.96	434.75
Charge for the Year	-	-	9.75	-	0.12	5.22	1.22	13.16	29.47
Impairment loss	-	-	-	-	-	-	-	-	-
Adjustments on sale	-	-	-	-	-	-	-	3.30	3.30
As At 31-03-2019	-	-	164.40	7.04	18.37	71.43	36.86	162.82	460.92
Net block as at 01-04-2017	1.77	83.52	163.11	0.37	0.85	23.21	3.47	65.53	341.83
Net block as at 31-03-2018	1.77	83.52	153.36	0.37	0.72	19.40	4.06	47.73	310.93
Net block as at 31-03-2019	1.77	83.52	143.60	0.37	0.60	24.70	2.84	34.40	291.81

NOTE - 2 (a)

OTHER INTANGIBLE ASSETS

(Rs. in lacs)

Particulars	Computer Software	Total
As At 01-04-2017	228.58	228.58
Additions	-	-
Assets held for sale	-	-
Adjustments	-	-
Disposals	-	-
As At 31-03-2018	228.58	228.58
Additions	-	-
Assets held for sale	-	-
Adjustments	-	-
Disposals	-	-
As At 31-03-2019	228.58	228.58
Accumulated Depreciation		
As At 01-04-2017	228.58	228.58
Charge for the Year	-	-
Impairment loss	-	-
Adjustments on sale	-	-
As At 31-03-2018	228.58	228.58
Charge for the Year	-	-
Impairment loss	-	-
Adjustments on sale	-	-
As At 31-03-2019	228.58	228.58
Net block as at 01-04-2017	-	-
Net block as at 31-03-2018	-	-
Net block as at 31-03-2019	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
NOTE - 3		
INVESTMENTS		
Investments in Equity Instruments		
<u>Quoted (at FVTOCI)</u>		
Intec Capital Limited	1.11	1.23
3,300 Equity Shares (Previous Year 3,300) of Rs 10/- each fully paid up		
Reliance Communication Limited*	1.36	7.19
33,070 Equity Shares (Previous Year 33,070) of Rs. 10/- each fully paid up		
Total - Quoted	2.47	8.42
<u>Unquoted</u>		
In Subsidiary (at cost)		
Shyam Telecom Inc., USA#	0.04	0.04
100 Common stock (Previous Year 100) of \$1.00 each fully paid up		
Less: Provision for Impairment of Investments	0.04	0.04
Total	-	-
In Others (at FVTOCI)		
Spanco Limited**	52.33	52.33
1,41,426 Equity Shares (Previous Year 1,41,426) of Rs. 10/- each fully paid up		
Less: Provision for Impairment of Investments	52.33	52.33
Total	-	-
Total - Unquoted	-	-
Grand Total	2.47	8.42
Aggregate amount of quoted investments	2.47	8.42
Aggregate amount of market value of quoted investments	2.47	8.42
Aggregate Amount of Unquoted Investment	52.37	52.37
Aggregate amount of impairment in value of investments.	52.37	52.37

* Pursuant to the scheme of merger between Sistema Shyam Teleservices Ltd. (SSTL) and Reliance Communication Limited under section 391 to 394 of the Companies Act 1956, passed by high Court of Bombay & High Court of Jaipur, effective date being 31st October 2017, shares of Reliance Communication Limited were allotted to existing shareholder of SSTL in ratio of 1 share for every 11.5 share held

** During the year ended 31st March, 2018; Shares of Spanco Limited was de-listed from Stock Exchanges.

For descriptive notes related to Investments in Subsidiary, refer note 32.

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
NOTE - 4		
LOANS		
Advances to Subsidiary*		
Shyam Telecom Inc., USA		
Advance receivable Considered Good - Unsecured	-	-
Advance receivable - Credit Impaired	17.33	16.29
	<u>17.33</u>	<u>16.29</u>
Less : Allowance on advances to Subsidiary	17.33	16.29
	<u>-</u>	<u>-</u>
Loan to Subsidiary*		
Shyam Telecom Inc., USA		
Loan receivable Considered Good - Unsecured	-	-
Loan receivable - Credit Impaired	2,330.58	2,191.39
	<u>2,330.58</u>	<u>2,191.39</u>
Less : Allowance on loan to Subsidiary	2,330.58	2,191.39
	<u>-</u>	<u>-</u>
Loans and advances to Employees		
Loan receivable Considered Good - Unsecured		
	3.95	7.42
	<u>3.95</u>	<u>7.42</u>

* For details in respect of loans and advances receivable from Subsidiary, Refer Note No. 32.

NOTE -5

DEFERRED TAX ASSETS (NET)

Deferred Tax Assets / (Liabilities)
related to:

Disallowance under Section 43B of the Income tax Act 1961	9.28	6.36
Loss on securities carried at fair value through other comprehensive income	4.08	0.58
	<u>13.36</u>	<u>6.94</u>

Movement in Deferred Tax Assets:

Opening Balance as on 01st April, 2018	6.94
Add: Changes during the year	
Disallowance under Section 43B of the Income tax Act 1961	2.92
Loss on securities carried at fair value through other comprehensive income	3.50
Closing Balance as on 31st March, 2019	13.36

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
NOTE -6		
OTHER NON CURRENT ASSETS		
Security Deposit		
Considered Good	7.45	11.20
LESS INDAS SECURITY DEPOSIT	1.00	1.43
Considered Good	6.45	9.76
Considered Doubtful	1.32	1.32
	<u>7.77</u>	<u>11.08</u>
Less: Allowance for doubtful securities deposits	1.32	1.32
	<u>6.45</u>	<u>9.76</u>
Prepaid Rent	0.88	1.32
	<u>7.33</u>	<u>11.08</u>
NOTE - 7		
INVENTORIES		
(Valued at Cost or NRV, whichever is lower)		
Stock in Trade	121.74	217.21
	<u>121.74</u>	<u>217.21</u>
NOTE -8		
INVESTMENTS		
In Mutual Fund - Quoted (at FVTPL)		
Birla Sun Life Cash Plus - Daily Dividend Regular Plan		
58,422.283 (Previous year 1,13,473.380) units	58.94	113.96
ABSL Liquid Fund - Growth	20.38	-
6,816.944 (Previous Year Nil) units		
Birla Sun Life Cash Plus - Daily Dividend	-	10.45
Nil (Previous year 10,420.846) units		
	<u>79.32</u>	<u>124.41</u>
Aggregate amount of quoted investments	79.32	124.41
Aggregate amount of market value of quoted investments	79.32	124.41

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
NOTE - 9		
TRADE RECEIVABLES		
Trade Receivables considered good - Unsecured	93.42	128.91
Trade Receivables - credit impaired	594.04	806.48
	687.46	935.39
Less: Allowance for Doubtful trade receivables*	595.43	806.48
	92.03	128.91

* Includes Allowance for Expected Credit Loss

Above balances of trade receivables include balances with related parties (Refer note 35).

NOTE -10
CASH AND CASH EQUIVALENTS

Balance with Banks in:

Current Account	100.06	187.62
Deposits with originally maturity - less than 3 months (including accrued interest thereon)*	57.05	-
Cash on hand	3.25	2.87
	160.36	190.49

NOTE -10(a)

OTHER BANK BALANCES

Deposits with original maturity of more than three months but less than 12 months (including accrued interest thereon)*

152.42

627.89

Less: Deposits with More than 12 months maturity (including accrued interest thereon)*

1.48

15.55

150.94

612.34

* Rs. 209.47 Lacs (Previous Year Rs. 234.17 Lacs) under lien with banks as Margin Money deposits against Gurantees and security deposits.

NOTE - 11
LOANS

Loan and Advances receivable in cash*

Considered Good - Unsecured	10.94	194.60
Credit Impaired	-	97.18
	10.94	291.78
Less: Allowance for doubtful loan and advances	-	97.18
	10.94	194.60

* includes loans and advances receivable from employees

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Note 12		
OTHER CURRENT ASSETS		
Advance to Supplier and others		
Considered Good	2,142.03	3,171.65
Considered Doubtful	47.06	38.12
	<u>2,189.09</u>	<u>3,209.77</u>
Less : Allowance for Doubtful Advances	47.06	38.12
	<u>2,142.03</u>	<u>3,171.65</u>
CENVAT/VAT/GST Receivable	62.83	65.87
Security Deposits		
Considered Good	-	1.00
Doubtful	-	7.90
	<u>-</u>	<u>8.90</u>
Less : Allowance for Doubtful Security Deposits	-	7.90
	<u>-</u>	<u>1.00</u>
Prepaid Gratuity	-	6.48
Prepaid Expenses	4.81	4.32
	<u>4.81</u>	<u>4.32</u>
	<u>2,209.67</u>	<u>3,249.32</u>

NOTE -13

EQUITY SHARE CAPITAL

Authorised Share Capital

5,00,00,000 Equity Shares (Previous Year 5,00,00,000) of Rs. 10/- each	5,000.00	5,000.00
25,00,000 Preference Shares (Previous Year 25,00,000) of Rs 100/- each.	2,500.00	2,500.00
	<u>7,500.00</u>	<u>7,500.00</u>

Issued, Subscribed and Paid Up Share Capital

1,12,70,000 Equity Shares (Previous Year 1,12,70,000) of Rs 10/- each, fully paid up	1,127.00	1,127.00
	<u>1,127.00</u>	<u>1,127.00</u>

(i) Reconciliation of the number of shares:

Particulars	As at 31 st March, 2019		As at 31 st March, 2018	
	No of Shares	Amount	No of Shares	Amount
Equity Shares				
Opening Balance	11,270,000	112,700,000	11,270,000	112,700,000
Issued / (buyback) during the year	-	-	-	-
Closing Balance	11,270,000	112,700,000	11,270,000	112,700,000

(ii) Rights, preferences and restrictions attached to shares:

The Company has only one class of Equity Share having par value of Rs 10/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holder of Equity share will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by each Share holder.

(iii) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

	As at 31 st March, 2019		As at 31 st March, 2018	
	No of Shares held	% held in Shareholding	No of Shares held	% held in Shareholding
Cellphone Credit & Securities India Private Limited	760,165	6.75	760,165.00	6.75
Mehrotra InvoFin India Private Limited	1,560,877	13.85	1,560,877.00	13.85
Shyam Antenna Electronics Limited	700,000	6.21	700,000.00	6.21
Intell InvoFin India Private Limited	1,697,807	15.06	1,697,807.00	15.06
A T InvoFin India Private Limited	809,890	7.19	809,890.00	7.19
Teletec Finsec India Private Limited	803,913	7.13	803,913.00	7.13
Cellcap InvoFin India Private Limited	818,081	7.26	818,081.00	7.26

(iv) There are no shares issued for consideration other than cash and no shares have been bought back in last five years.

(v) There are no shares reserved for issue under options or other purpose

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
NOTE - 14		
OTHER EQUITY		
Investment Subsidy		
Acquired under the scheme of Arrangement	15.00	15.00
Retained Earning		
As per last Balance Sheet	(737.09)	(750.72)
Add: Net Profit / (Loss) for the year	(1,222.05)	13.63
Add: Remeasurement of defined employee benefit obligations	(8.52)	-
Add: Transfer from other comprehensive income	(1.04)	-
	<u>(1,968.70)</u>	<u>(737.09)</u>
Other Comprehensive Income Reserve		
As per last Balance Sheet	(1.04)	(2.95)
Transfer of remeasurement of employee benefit obligations to retained earnings	1.04	1.91
	<u>-</u>	<u>(1.04)</u>
Equity Instruments through Other Comprehensive Income Reserve		
As per last Balance Sheet	0.75	1.40
Add: Changes during the year	(5.35)	(0.65)
	<u>(4.60)</u>	<u>0.75</u>
	<u>(1,958.30)</u>	<u>(722.37)</u>

Nature and purpose of other reserves:

(i) **Other Comprehensive Income (OCI) Reserve**

The Company has recognised remeasurements benefits on defined benefits plans through Other comprehensive income

(ii) **Equity Instruments through Other Comprehensive Income Reserve**

The Company has recognised cumulative fair value gain or loss on investments in equity instruments measured at FVOCI.

NOTE - 15

BORROWINGS

Secured Loans

Term Loans*

- From Bank	0.06	1.13
- From Others	4.58	9.62
	<u>4.64</u>	<u>10.75</u>
Less: Current Maturities of Long Term borrowings	4.64	6.11
	<u>-</u>	<u>4.64</u>

*Secured by hypothecation of Specific Vehicle and are repayable in 60 equal instalments from the date of disbursement.

Detail of repayment of vehicle loans

Term Loans	ROI	Upto 1 year	2-3 years	Total
ICICI Bank	10.50%	0.06	-	0.06
Kotak Mahindra Prime Limited	10.00%	4.58	-	4.58
Total		4.64	-	4.64

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
NOTE - 16		
PROVISIONS		
Provision for employee benefits		
Leave Encashment	12.64	12.97
	12.64	12.97

NOTE - 17

TRADE PAYABLES

Total outstanding dues of micro enterprises and small enterprises*	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	467.71	981.72
	467.71	981.72

* The Company has not received any intimation from "suppliers" regarding their status under the Micro, small and medium Enterprises Development Act, 2006 and hence no amount is payable on the basis of Information received. (Refer Note No. 39)

NOTE - 18

OTHER FINANCIAL LIABILITIES

Current maturity of Long Term Borrowings	4.64	6.11
Interest Accrued but not due on Loans	0.04	0.08
	4.68	6.19

NOTE - 19

OTHER CURRENT LIABILITIES

Advance from Customers & Others	3,696.33	3,862.94
Gratuity Payable to LIC of India	7.23	-
Statutory Dues Payable	4.99	7.39
Employees related Liabilities	29.28	40.41
Other Payable	15.83	17.50
	3,753.66	3,928.24

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
NOTE-20		
PROVISIONS		
Provision for employee benefits		
Leave Encashment	8.41	4.70
	8.41	4.70
	8.41	4.70
NOTE-21		
REVENUE FROM OPERATIONS		
Sale of Goods	851.44	2,325.99
Other Operating Revenue	13.06	42.41
	864.50	2,368.40
	864.50	2,368.40
NOTE - 22		
OTHER INCOME		
Interest Income		
Interest on Bank Deposits	17.64	61.99
Interest on income tax refunds	-	2.10
Other interest income	1.69	1.47
Other Income		
Dividend received from Mutual Funds units	10.40	8.56
Liabilities written Back	443.21	283.33
Provisions written Back	-	7.51
Gain on on Sale of Property, Plant & Equipment (net)	1.23	-
Other Miscellaneous Incomes	18.96	30.42
	493.13	395.37
	493.13	395.37
NOTE - 23		
(INCREASE) / DECREASE IN INVENTORY OF STOCK-IN-TRADE		
Opening Stock	217.21	161.47
Closing Stock	121.74	217.21
	95.47	(55.74)
	95.47	(55.74)
NOTE - 24		
EMPLOYEE BENEFITS EXPENSES		
Salary, Wages & Bonus	192.38	206.60
Contributions to Provident Fund and Other Funds	16.56	18.92
Staff Welfare	27.63	36.11
	236.57	261.63
	236.57	261.63

For descriptive notes on disclosure of defined benefit obligation, refer note 38.

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
NOTE - 25		
FINANCIAL COST		
Interest on		
- Term Loans	0.74	1.43
- Others	0.31	0.14
Other borrowing charges*	8.51	18.24
	9.56	19.81

*includes charges for bank guarantees.

NOTE - 26

OTHER EXPENSES

Power & Fuel	15.29	15.27
Repair and Maintenance to:		
Plant & Machinery	1.81	5.48
Office	12.01	13.38
Others	0.39	0.28
Vehicles	31.38	32.46
Directors Remuneration	12.00	12.00
Directors Sitting Fees	1.92	2.02
Auditor's Remuneration :		
Audit Fee	8.91	8.91
Tax Audit Fee	2.00	2.00
Other Services	2.88	7.43
Loss on Foreign Currency transactions and translations (net)	85.43	4.41
Bank Charges	0.06	1.14
Communication Expenses	13.48	14.69
Printing & Stationery	8.00	5.75
Travelling & Conveyance	19.48	36.31
Insurance	3.87	4.78
Rent	8.16	7.84
Advertisement & Publicity	4.51	14.14
Packing & Forwarding	6.48	8.13
Legal & Professional Expenses	74.99	124.37
Commission	3.43	4.20
Listing Fee	6.25	6.48
Business / Sales Promotion	5.85	15.79
Membership & Subscription	3.63	5.55
Security Expenses	-	1.32
Job Charges / Maintenance Expenses	7.11	39.00
Rates & Taxes	1.77	11.59
Provision for Doubtful Debts*	19.23	4.29
Bad Debts /Advances Written Off	17.90	21.00
Provision for Doubtful Loans & Advances	149.18	-
Loss on Sale of Investments (Mutual Fund) units	0.22	-
Loss on on Sale of Property, Plant & Equipment (net)	-	0.02
Donation & Charity	0.32	0.55
Other Miscellaneous Expenses	10.21	15.39
Prepaid Rent Expense (Ind-AS)	0.44	0.44
	538.59	446.41

*Includes Allowance for Expected Credit Loss

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
NOTE - 27		
EXCEPTIONAL ITEMS		
Settlement of Litigation / Arbitration Claims*	1,000.00	-
	<u>1,000.00</u>	<u>-</u>

* For detailed information in respect of settlement of arbitration claims Refer Note No. 30.

NOTE - 28
TAX EXPENSES

Current Tax (including taxes for earlier years)	(1.39)	1.16
Deferred Tax	<u>(2.92)</u>	<u>(0.21)</u>
Total tax expenses recognised in current year	<u>(4.31)</u>	<u>0.95</u>

The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss is as follows:

Profit before Tax	(1,226.36)	14.57
Indian Statutory Income Tax Rate	26%	30.90%
Expected Income Tax Expenses	(318.85)	4.50
Adjustments in respect of taxes for earlier years	(1.39)	1.16
Tax effects on non-deductible expenses	44.23	8.12
Tax effects on exempt income	(2.70)	(2.64)
Difference in property, plant and equipment as per books and Income Tax Act, 1961	(8.96)	(13.63)
Deferred tax not created on losses for current year*	282.95	3.44
Others (net)	0.41	-
Total tax expenses	<u>(4.31)</u>	<u>0.95</u>

* The Company has unabsorbed depreciation and brought forward business losses on which no deferred tax asset has been recognised. Deferred tax asset shall be created in the year in which the Company will have reasonable certainty of future taxable income as required by Indian Accounting Standard 12 - "Income Taxes" as specified under Section 133 of the Companies Act, 2013 read with relevant rules thereunder.

NOTE - 29
OTHER COMPREHENSIVE INCOME

Items that will not be reclassified to Statement of Profit and Loss

Remeasurement of gains / (losses) on defined benefit plans	(11.43)	2.77
Change in fair value of equity instruments	<u>(5.95)</u>	<u>(0.72)</u>
	(17.38)	2.05
Income tax effects relating to above items	(3.50)	0.78
	<u>(13.88)</u>	<u>1.26</u>

NOTES FORMING PART OF FINANCIAL STATEMENTS

30 Contingent liabilities :	Current Year (Rs in Lacs)	Previous Year (Rs in Lacs)
- Income Tax**	241.79	241.79
- Claims of ARM Ltd (presently known as ICOMM Tele Limited)*	-	3,442.79
-VAT***	139.15	177.69
- Bank Guarantees	110.19	234.17

* The Department of Telecommunications, Ministry of Communication, Government of India, had invited the tenders from the Indian Companies to provide basic telephony services. The Company Shyam Telelink Networks Ltd. (India) (STNL) along with ARM Ltd. and other parties entered into an MOU to jointly participate in the tenders through STNL. The parties entered into an agreement from which ARM Ltd. withdrew and the parties agreed for buying the shares of ARM Ltd. for a consideration of Rs 10 Crores. The same was partly effected but STNL did not pay the balance amount alleging fraud by ARM Ltd. The matter which was under arbitration by a sole arbitrator who was replaced by the Hon'ble Supreme Court of India (which was approached by the Company by way of an SLP), which vide its order dated 29th Aug, 2012 appointed a different Sole arbitrator

The arbitrator vide his order dated 24th Jan, 2014 has directed the company to pay ARM Ltd. Rs 11.50 Crores along with interest of Rs 18.45 Crores totaling Rs. 29.95 Crores on account of payout. The interest shall be payable upto the date of payment. In addition to the above he has further awarded USD 5,00,000 at the conversion rate prevailing on 24.01.2014 plus interest @ 9% p.a. from the date of award till the date of payment which comes to Rs. 4.28 Crore and Rs 20 Lakhs payable to ARM Ltd as arbitration Cost.

The company has filed an application under section 34 of the Arbitration and Conciliation Act, 1996 against the said order before the Hon'ble Delhi High Court. The Hon'ble Delhi High Court has issued notice in the said application (which has the effect of stay on the award), and the matter is presently sub-judice before the Hon'ble Delhi High Court. The Company entered into a settlement agreement dated 3rd August, 2018 for mutually resolving and settling the pending proceedings before the Hon'ble Delhi High Court and satisfaction of the Arbitral award. In terms of the said agreement duly registered with the Hon'ble Delhi High Court, STL has paid Rs 10 crores in full & Final satisfaction of all claims of ARM limited (presently known as ICOMM Tele Limited) to date. The same has been accounted for in the books of accounts as Exceptional Expense.

** Income tax demands mainly include the appeals filed by the Company before various appellate authorities against the disallowance by income tax authorities of certain expenses being claimed, non-deduction of tax at source with respect to dealers / distributor's margin and payments to international operators for access charges (Net of amount paid).

*** VAT/Sales Tax demand mainly relates to demand raised by VAT & Sales tax department of few states on supply of charger. (Net of amount paid)

- 31.** As on 31.03.2019 an amount of Rs 3804.46 Lacs payable to (Aquarius Technology Pte Ltd. Rs 3578.13 Lacs and Nisshoiwai Corporation Rs 226.33 Lacs) denominated in Foreign Currency remains outstanding for a period of exceeding three years.
- 32.** In the earlier years, the Company had invested in the share capital of wholly owned subsidiary Shyam telecom Inc. (STI), USA and given advance against share capital and extended long term loans to STI and accordingly, an amount of Rs. 17.33 lacs (US\$ 25,050) and Rs. 2330.58 lacs (US\$ 33,69,294) are outstanding as on 31st March, 2019 against such advance and loans, respectively. The Subsidiary company had liquidated all assets and had accumulated losses amounted to Rs 2,124.63 lacs (US\$ 33,94,371). Shyam Telecom Inc. (Corporation), erstwhile subsidiary of the Company has been dissolved as per the certificate issued by State Of Delaware (USA) pursuant to Section 275 and 391 (a) (b) (c) with effect from 22nd December, 2015. Accordingly, The Company had made provisions against advances given for share capital and long term loans amounting to US\$ 33,94,344 and provided impairment loss against investment made, in the earlier years. An application to write-off the same post dissolution has been made which is subject to approval from Reserve Bank of India. Since the corporation has already been dissolved w.e.f. 22nd December, 2015, the same will be written off after taking necessary approval from RBI. However, full provision and impairment loss for the same is already been made in the books of account.

33. Financial Risk Management

The Company is exposed primarily to market risk, credit risk and liquidity risk which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

Market Risk:

Market risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. It is a risk of changes in market prices due to foreign exchange rate changes and interest rates that will fluctuate affecting company's revenue and the value of its financial instruments.

(a) Interest Rate Risks

The company does not have any floating interest bearing borrowings as on 31st March, 2019 and 31st March, 2018. Hence, company is not exposed to any significant interest rate risks.

(b) Foreign Currency Risks

The company has following un-hedged foreign currency risks on financial assets and financial liabilities

Particulars	Foreign Currency exposure in	Foreign Currency (In Lacs)		Rs. (In Lacs)	
		As on 31 st March, 2019	As on 31 st March, 2018	As on 31 st March, 2019	As on 31 st March, 2018
Trade Receivables	USD	5.84	5.84	404.23	380.09
	Euro	0.21	0.21	16.11	16.71
	CHF	2.48	2.48	173.69	169.47
Trade Payables	USD	-	7.38	-	480.09
	Euro	-	0.07	-	5.42

Credit Risk:

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due, causing financial loss to the company. Credit risk arises from company's activities in investments and outstanding receivables from customers. The company has a prudent and conservative process for managing its credit risk arising in the course of its business activities.

Liquidity Risk:

Liquidity risk arises from the inability to meet cash flow commitments on time. Prudent liquidity risk management implies maintaining sufficient stock of cash and marketable securities.

Maturity analysis of non-derivative financial liabilities

Particulars	Below 3 months	3 - 12 months	1 - 5 years	More than 5 years	Total
Principal maturities of Borrowings	1.49	3.15	-	-	4.64
Interest on borrowings	0.10	0.11	-	-	0.21
Trade Payables	53.24	414.47			467.71

The company does not have obligation towards derivate financial liabilities.

The company maintains stock of appropriate cash and marketable securities to mitigate its short-term liquidity risks.

34. Fair Value Measurement

Particulars	Level of Information used	Carrying Amount	
		As at 31 st March, 2019	As at 31 st March, 2018
Financial Assets			
<u>At Amortised Cost</u>			
Trade Receivables	-	92.03	128.91
Loans	-	14.89	202.02
Cash and Bank Balances (Including FDR)	-	312.78	818.38
<u>At Fair Value through Other Comprehensive Income</u>			
Investments	Level 1	81.79	132.83
Financial Liabilities			
<u>At Amortised Cost</u>			
Borrowings including Other financial liabilities	-	4.68	10.83
Trade Payables	-	467.71	981.72

35. Related Party Disclosures:

A. Related party relationships:

a) Subsidiary:

- Shyam Telecom Inc., USA up to 22nd December, 2015 (for details refer note no. 32)

b) Key Management Personnel and relative of Key Management personal :

Mr. Rajiv Mehrotra
Mr Alok Tondon
Mr. Arun Khanna
Mr. Ajay Khanna
Mr Gursharan Singh
Mr Vinod Raina
Mr Saurav Goel "

c) Enterprises over which Key Management Personnel and relatives are able to exercise significant influence:

Intercity Cable Systems Pvt. Ltd
Shyam Communication Systems
Shyam Digital Communications Pvt Ltd
Ubico Networks Pvt. Ltd.
RMS Automation Systems Ltd.
Vihaan Networks Ltd.
Think of us. Pvt Ltd
Think of Technologies Pvt Ltd."

Note: Related party relationship is as identified by the Company and relied upon by the auditors.

B. Transactions with the above related parties are as follows:

(Rs In Lacs)

Particulars	31.03.2019				31.03.2018			
	Subsidiaries	Enterprises over which key management personnel & their relatives are able to exercise significant	Key Management Personnel and their relatives	Total	Subsidiaries	Enterprises over which key management personnel & their relatives are able to exercise significant influence	Key Management Personnel and their relatives	Total
a) Sale of Goods & Services								
Think of us Pvt. Ltd	-	349.88	-	349.88	-	1.23	-	1.23
Think of Technologies p ltd	-	384.14	-	384.14	-	2,125.76	-	2,125.76
Sub Total	-	734.02	-	734.02	-	2,126.99	-	2,126.99
b) Purchase of the goods and Services								
Vihaan Networks Ltd	-	8.39	-	8.39	-	44.86	-	44.86
Think of us Pvt. Ltd	-	11.11	-	11.11	-	-	-	-
Think of Technologies Pvt Ltd	-	-	-	-	-	80.87	-	80.87
Sub Total	-	19.50	-	19.50	-	125.73	-	125.73
c) Rent Paid								
Shyam Communication Systems	-	6.00	-	6.00	-	6.00	-	6.00
Intercity Cable Systems Pvt. Ltd.	-	1.80	-	1.80	-	1.35	-	1.35
Sub Total	-	7.80	-	7.80	-	7.35	-	7.35
d) Remuneration								
Mr. Ajay Khanna	-	-	13.44	13.44	-	-	13.44	13.44
Mr. Saurav goel	-	-	9.12	9.12	-	-	7.27	7.27
Mr. Gursharan singh	-	-	12.00	12.00	-	-	12.00	12.00
Mr. Vinod Raina	-	-	19.20	19.20	-	-	19.20	19.20
Sub Total	-	-	53.76	53.76	-	-	51.91	51.91
e) Provision for Bad & Doubtful against loans and Advance								
Shyam Telecom Inc., USA	2,347.91	-	-	2,347.91	2,207.68	-	-	2,207.68
Ubico Networks Pvt. Ltd.	-	-	-	-	-	18.53	-	18.53
Shyam Digital Communications Pvt Ltd	-	-	-	-	-	1.29	-	1.29
Sub Total	2,347.91	-	-	2,347.91	2,207.68	19.82	-	2,227.50

Closing Balance as on March 31, 2019								
a)	Amount Receivable							
	Shyam Digital Communications Pvt Ltd	-	-	-	-	1.29	-	1.29
	Ubico Networks Pvt. Ltd.	-	-	-	-	18.53	-	18.53
	Think of us India Pvt. Ltd	-	12.70	-	12.70	0.59	-	0.59
	Think of Technologies Pvt Ltd	-	-	-	-	39.87	-	39.87
	RMS Automation Systems Ltd.	-	1,867.72	-	1,867.72	2,887.72	-	2,887.72
	Sub Total	-	1,880.42	-	1,880.42	2,948.00	-	2,948.00
b)	Amount Payable							
	Shyam Communication Systems	-	-	-	-	5.69	-	5.69
	Intercity Cable System Pvt. Ltd.	-	4.53	-	4.53	3.02	-	3.02
	Think of Technologies Pvt Ltd	-	7.36	-	7.36	-	-	-
	Vihaan Networks Ltd	-	29.56	-	29.56	42.71	-	42.71
	Sub Total	-	41.45	-	41.45	51.42	-	51.42
c)	Security deposit recoverable							
	Shyam Communication Systems	-	6.00	-	6.00	6.00	-	6.00
	Sub Total	-	6.00	-	6.00	6.00	-	6.00

36 The figures of Long-term / Short-term borrowings, Trade payable, Trade receivables & Other Current Assets and Loans and Advances shown in the foregoing Balance sheet are subject to confirmation.

37 In the opinion of Board of Directors Fixed Assets, Current Assets, Loans and Advances have a value on realisation in ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet and provision for all liabilities have been made in the Accounts, which has been relied upon by the auditors.

38 The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. These benefits are funded. The following tables summarises the components of net benefit expense recognized in the Statement of profit and loss and the funded status and amounts recognized in the balance sheet.

The Company has calculated the various benefits provided to employees as under:

A. Provident Fund & Other fund

During the year the Company has recognized Rs. 11.08 Lacs (previous Year Rs. 12.52 lacs) towards contribution to PF in the Statement of Profit and Loss .

B. State Plans

Employer's contribution to Employee State insurance

During the year, the Company has recognised Rs. 1.66 lacs (Previous year Rs. 1.71 lacs) towards contribution to ESI in the Statement of Profit and Loss.

C. Defined Benefit Plans

The actuarial valuation carried out is based on following assumption:

a) Contribution to Gratuity Fund - Employee's Gratuity Fund.

Table 1: Principal Assumptions used for the purposes of this valuation are as follows:-

Financial Assumptions

Interest Rate for Discounting

Salary Increase Rate

Demographic Assumptions

Retirement Age:

	As on 31.03.2019	As on 31.03.2018
Interest Rate for Discounting	7.20%	7.60%
Salary Increase Rate	5.50%	5.50%
Retirement Age:	58 yrs	58 yrs

Mortality: Published rates under Indian Assured Lives Mortality (2006-08) ultimate table. Rates of Indian Assured Lives Mortality (2006-08) ultimate table at specimen ages are as shown below:

Age (Years)	Rates	Age (Years)	Rates
15	0.000614	60	0.011534
20	0.000888	65	0.017009
25	0.000984	70	0.025855
30	0.001056	75	0.039637
35	0.001282	80	0.060558
40	0.001803	85	0.091982
45	0.002874	90	0.138895
50	0.004946	95	0.208585
55	0.007888	100	0.311628

Indian Assured Lives Mortality (2006-08) ultimate table are used of calculations as on 31.03.2018 & 31.03.2019.

Withdrawal: Withdrawal rates are for all causes in accordance with the following table:

Age	As on 31.03.2019	As on 31.03.2018
Up to 30 Years	3% per annum	3% per annum
31 to 44 Years	2% per annum	2% per annum
Above 44 Years	1% per annum	1% per annum

Disability: Leaving service due to disability is included in the provision made for withdrawals from service (refer above for withdrawals)

Table 2: Movements in the present value of the Defined Benefit Obligations

	As on 31.03.2019	As on 31.03.2018
Opening defined benefit obligation	42.28	46.71
Current Service Cost	3.72	3.63
Interest Cost	3.21	3.27
Remeasurement (gains)/losses:	-	-
Actuarial (gains)/losses arising from changes in demographic	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	0.81	1.35
Actuarial (gains)/losses arising from experience adjustments	10.66	1.55
Other (describe)	-	-
Past service cost, including losses/(gains) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Liabilities assumed in a business combination	-	-
Exchange differences on foreign plans	-	-
Benefit Paid: (i) Directly Paid by the Enterprise	-	-
(ii) Payment made out of the Fund	9.26	(8.44)
Others [describe]	-	-
Closing defined benefit obligation	51.41	42.28

Table 3: Movements in the fair value of the Plan Assets

	As on 31.03.2019	As on 31.03.2018
Opening fair value of plan assets	48.76	53.56
Interest Income	3.71	3.75
Remeasurement gain/(loss):	-	-
Return on plan assets (excluding amounts included in net interest)	0.03	(0.13)
Others (describe)	-	-
Contributions from the employer	0.94	0.02
Benefits paid	(9.26)	(8.44)
Other [describe]	-	-
Closing fair value of plan assets	44.18	48.76

Table 4: Service Cost

	As on 31.03.2019	As on 31.03.2018
Current Service Cost	3.72	3.64
Past Service Cost including curtailment gains/losses	-	-
Gains or Losses on non routine settlements	-	-
Total	3.72	3.64

Table 5: Net Interest Cost (Income)

	As on 31.03.2019	As on 31.03.2018
Interest Cost on Defined Benefit Obligation	3.21	3.27
Interest Income on Plan Assets	3.71	3.75
Net Interest Cost (Income)	(0.49)	(0.48)

Table 6: Remeasurement of the net defined benefit liability (asset) (See Paragraphs 127-130) in other comprehensive income

Return on plan assets (excluding amounts included in net interests)	(0.03)	0.13
Actuarial (gains)/losses arising from changes in demographic	-	-
Actuarial (gains)/losses arising from changes in financial	0.81	(1.35)
Actuarial (gains)/losses arising from experience adjustments	10.66	(1.55)
Other (describe)	-	-
Adjustments for restrictions on the defined benefit asset	-	-
Components of defined benefit costs recognised in other	11.43	(2.77)

Table 7: Amount recognised in the Statement of Profit or Loss

Service Cost	3.72	3.64
Net Interest Cost (Income)	(0.49)	(0.48)
Defined Benefit Cost recognised in statement of Profit or Loss	3.23	3.16

Table 8: The amount included in the Balance Sheet

Present value of defined benefit obligation	51.41	42.28
Fair value of plan assets	44.18	48.76
Funded status	(7.23)	6.48
Restrictions on asset recognised	-	-
Other [describe]	-	-
Net liability arising from defined benefit obligation	(7.23)	(6.48)

Table 9: Illustration of the components of Net Defined Benefit Obligation

Net defined benefit liability at the start of the period	(6.48)	(6.85)
Service Cost	3.72	3.64
Net Interest Cost (Income)	(0.49)	(0.48)
Remeasurements	11.43	(2.77)
Contribution paid to the Fund	(0.94)	(0.02)
Benefits paid directly by the enterprise	-	-
Net defined benefit liability at the end of the period	7.23	(6.48)

b) Leave Encashment

Table 1: Principal Assumptions used for the purposes of this valuation are as follows:-

Financial Assumptions

Interest Rate for Discounting
Salary Increase Rate

Demographic Assumptions

Retirement Age:

	As on 31.03.2019	As on 31.03.2018
Interest Rate for Discounting	7.20%	7.60%
Salary Increase Rate	5.50%	5.50%
Retirement Age:	58 yrs	58 yrs

"**Mortality:** Published rates under Indian Assured Lives Mortality (2006-08) ultimate table.

Rates of Indian Assured Lives Mortality (2006-08) ultimate table at specimen ages are as shown below:-

Age (Years)	Rates	Age (Years)	Rates
15	0.000614	60	0.011534
20	0.000888	65	0.017009
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35	0.001282	80	0.060558
40	0.001803	85	0.091982
45	0.002874	90	0.138895
50	0.004946	95	0.208585
55	0.007888	100	0.311628

Indian Assured Lives Mortality (2006-08) ultimate table are used of calculations as on 31.03.2018 & 31.03.2019.

Withdrawal: Withdrawal rates are for all causes in accordance with the following table:

Age	31.03.2019	31.03.2018
Up to 30 Years	3% per annum	3% per annum
31 to 44 Years	2% per annum	2% per annum
Above 44 Years	1% per annum	1% per annum

Disability: Leaving service due to disability is included in the provision made for withdrawals from service (refer above for withdrawals)

Rate of Availing Leave in the Long Run 10.00% p.a. 10.00% p.a.

Table 2: Movements in the present value of the Defined Benefit Obligations

	As on 31.03.2019	As on 31.03.2018
Opening defined benefit obligation	17.66	17.56
Current Service Cost	1.23	1.75
Interest Cost	1.34	1.23
Remeasurement (gains)/losses:	-	-
Actuarial (gains)/losses arising from changes in demographic	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	0.21	(0.35)
Actuarial (gains)/losses arising from experience adjustments	0.89	(2.20)
Other (describe)	-	-
Past service cost, including losses/(gains) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Liabilities assumed in a business combination	-	-
Exchange differences on foreign plans	-	-
Benefit Paid	0.28	(0.32)
Others [describe]	-	-
Closing defined benefit obligation	21.05	17.66

Table 3: Movements in the fair value of the Plan Assets

Opening fair value of plan assets	-	-
Interest Income	-	-
Remeasurement gain/(loss):	-	-
Contributions from the employer	-	-
Benefits paid	-	-
Other [describe]	-	-
Closing fair value of plan assets	-	-

Table 4: Service Cost

Current Service Cost	1.23	1.75
Past Service Cost including curtailment gains/losses	-	-
Gains or Losses on non routine settlements	-	-
Total	1.23	1.75

Table 5: Net Interest Cost (Income)

Interest Cost on Defined Benefit Obligation	1.34	1.23
Interest Income on Plan Assets	-	-
Net Interest Cost (Income)	1.34	1.23

Table 6: Remeasurements of the net defined benefit liability (asset)

Return on plan assets (excluding amounts included in net interest)	-	-
Actuarial (gains)/losses arising from changes in demographic	-	-
Actuarial (gains)/losses arising from changes in financial	0.21	(0.35)
Actuarial (gains)/losses arising from experience adjustments	0.89	(2.20)
Other (describe)	-	-
Adjustments for restrictions on the defined benefit asset	-	-
Components of defined benefit costs recognised in the statement of Profit or Loss	1.09	(2.56)

Table 7: Amount recognised in the Statement of Profit or Loss

Service Cost	1.23	1.75
Net Interest Cost (Income)	1.34	1.23
Remeasurements	1.09	(2.56)
Defined Benefit Cost recognized in statement of Profit or loss	3.67	0.43

Table 8: The amount included in the Balance Sheet

Present value of defined benefit obligation	21.05	17.66
Fair value of plan assets	-	-
Funded status	(21.05)	(17.66)
Restrictions on asset recognised	-	-
Other [describe]	-	-
Net liability arising from defined benefit obligation	21.05	17.66

Table 9: Illustration of the components of Net Defined Benefit Obligation

Net defined benefit liability at the start of the period	17.66	17.56
Service Cost	1.23	1.75
Net Interest Cost (Income)	1.34	1.23
Remeasurements	1.09	(2.56)
Contribution paid to the Fund	-	-
Benefits paid directly by the enterprise	(0.28)	(0.32)
Net defined benefit liability at the end of the period	21.05	17.66

39. None of the creditors have informed that they comprise Micro, small & Medium enterprises as defined under MSMED Act, 2006. Hence there are no creditors which comprise amount outstanding for more than 45 days at Balance Sheet date. Based on information available with company, the balance due to micro and small enterprise as defined in MSMED Act, 2006 in current year is Rs. **NIL** and no interest during the year has been paid or payable under terms of MSMED Act, 2006.

40. The Company has incurred a loss of Rs. 1,222.05 lacs during the year and the net worth has been fully eroded for the year under report. Considering the losses and negative net worth on account of settlement of pending arbitration cases, the management has made an assessment of its ability to continue as a going concern. The Company is continuing with its trading operations and expected to generated profits in coming years. Such aspects are considered by the management while preparing the financial statements, and an assessment of an entity's ability to continue as a going concern is made accordingly.

41. Earning Per Share:

	For year ended 31" March, 2019	For year ended 31" March, 2018
(i) Weighted Average No. of Equity Shares Adjusted No. of Equity Shares (in Nos.)	11,270,000	11,270,000
(ii) Equity Shares for Calculating Diluted Earnings per Share Weighted Average No. of Equity Shares (in Nos.)	11,270,000	11,270,000
(iii) Total Comprehensive Income	(1235.93)	14.90
(iv) Earnings per share (Rs.)		
- Basic	(10.97)	0.13
- Diluted	(10.97)	0.13

42. Segment Reporting

The Company is primarily engaged in the business of "Trading", which in terms of Ind AS 108 on "Operating Segments" constitutes a single reporting segment.

43. Based upon the projection for future profits, timing difference of Fixed assets has been considered of permanent nature. Accordingly Deferred Tax Assets on fixed assets has not been recognised.

44. Previous year figures have been regrouped / reclassified wherever considered necessary.

As per our report of even date attached

For VGM & Co.
Chartered Accountants
Firm Registration No.: 029823N

Sd/-
AASTHA JAIN
Partner
M. No.: 519915

Place: New Delhi
Date: May 29, 2019

For and on behalf of the board of directors

Sd/-
RAJIV MEHROTRA
Chairman & Director
DIN: 00035766

Sd/-
AJAY KHANNA
Managing Director
DIN: 00027549

Sd/-
GURSHARAN SINGH
Chief Executive Officer

Sd/-
VINOD RAINA
Chief Financial Officer

Sd/-
SAURAV GOEL
Company Secretary

**Form No. MGT 11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

SHYAM TELECOM LIMITED

CIN: L32202RJ1992PLC017750

Regd. Office: Shyam House, Plot No. 3, Amrapali Circle, Vaishali Nagar, Jaipur-302021, Rajasthan

Phone: 91-141-5100343, Fax: 91-141-5100310

E-mail Id: investors@shyamtelecom.com; Website: www.shyamtelecom.com

Name of Member(s):	
Registered Address:	
Email Id:	
Folio No.:	
DP Id:	

I/We, being the Member(s), and holding _____ Shares of Shyam Telecom Limited, hereby appoint

Name:	Name:	Name:
Address:	Address:	Address:
Email Id:	Email Id:	Email Id:
Signature, _____ or failing him/her	Signature, _____ or failing him/her	Signature, _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th AGM of the Company, to be held on Saturday, 28th September, 2019 at 11.00 A.M. at Hotel Sarovar Portico, Plot No. - 90, Prince Road, Queens Road, Vaishali Nagar, Jaipur - 302021, Rajasthan, India, and at any adjournment thereof in respect of such Resolutions as are indicated below

S. No.	RESOLUTIONS	FOR	AGAINST
	Ordinary Business		
1.	Consideration and adoption of the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2019		
2.	Re-appointment of Mr. Alok Tandon, Director retiring by rotation		
	Special Business		
3.	Re-Appointment of Mr. Ajay Khanna, Managing Director		
4.	Re-Appointment of Mr. Achintya Karati, Non Executive Independent Director		
5.	Re-Appointment of Mr. Vinod Juneja, Non Executive Independent Director		
6.	Re-Appointment of Mrs. Nishi Sabharwal, Non Executive Independent Director		
7.	Appointment of Mr. Rakesh Malhotra, Non Executive Independent Director		
8.	Approval of Powers to the Board under Section 180 (1) (a) of the Companies Act, 2013		
9.	Approval of Borrowing Powers to the Board under Section 180 (1) (c) of the Companies Act, 2013		
10.	Approval of limits of Loan / Guarantee / Investment by the Company Section 186 of the Companies Act, 2013.		
11.	Approval of Related Party Transactions with Think of Technologies Private Limited, Think of Us India Private Limited and Vihaan Networks Limited		
12.	Authorization for making donation to Bonafide Charitable and other Funds.		

Signed this day of 2019

Affix a Re. 1 Revenue Stamp & sign across the Stamp

NOTES:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the schedule time of the Meeting.
- A Proxy need not be a Member of the Company.
- A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
- ** This is only optional. Please put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the Resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or forms which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holding of a Member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid

**ATTENDANCE SLIP
SHYAM TELECOM LIMITED**

CIN: L32202RJ1992PLC017750

Regd. Office: Shyam House, Plot No. 3, Amrapali Circle, Vaishali Nagar, Jaipur-302021, Rajasthan

Phone: 91-141-5100343, Fax: 91-141-5100310, E-mail Id: investors@shyamtelecom.com

(To be handed over at the entrance of the Meeting hall)

Name of the Member(s)	Registered Address	Folio / DP ID and Client ID	No. of Shares held

I/We hereby record my/our presence at the 26th Annual General Meeting of the Shyam Telecom Limited, being held at Hotel Sarovar Portico, Plot No. - 90, Prince Road, Queens Road, Vaishali Nagar, Jaipur - 302021, Rajasthan, India on Saturday, 28th September, 2019 at 11.00 A.M.

First / Sole holder / Proxy

Second holder / Proxy

Third holder / Proxy

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COMPANY INFORMATION

BOARD OF DIRECTORS

Shri Rajiv Mehrotra	Chairman & Director	Shri Vinod Juneja	Independent Director
Shri Ajay Khanna	Managing Director	Shri Arun Khanna	Director
Shri Alok Tandon	Director	Smt. Nishi Sabharwal	Independent Director
Shri Achintya Karati	Independent Director	Shri Rakesh Malhotra	Independent Director

KEY MANAGERIAL PERSONNEL (KMP)

Shri Gursharan Singh Chief Executive Officer	Shri Vinod Raina Chief Financial Officer	Shri Saurav Goel Company Secretary
--	--	--

OFFICE

Registered Office

Shyam House, Plot No. 3, Amrapali Circle,
Vaishali Nagar, Jaipur-302021
Tel: 91-141-5100343, Fax: 91-141-5100310
Email:investors@shyamtelecom.com

Corporate Office

A-60, Naraina Industrial Area,
Phase-I, New Delhi-110028
Tel: No. 011-41411071-72-73
Website: www.shyamtelecom.com
CIN - L32202RJ1992PLC017750

REGISTRAR & SHARE TRANSFER AGENT

Registered Office

Indus Portfolio Pvt. Ltd.
Add: G-65, Bali Nagar, New Delhi-110015, India
E-Mail : d.kataria@indusinvest.com/ cs@indusinvest.com
Ph.: 91-11-47671200, 47671214 Fax : 91-11-25449863
Web : www.indusinvest.com

AUDITORS

Statutory Auditors

M/s. VGM & Co.
Chartered Accountants
Address: 512-A, Chiranjiv Towers,
43, Nehru Place,
New Delhi-110019

Internal Auditors

M/s. Padam Dinesh & Co
Chartered Accountants
Address: 11/6-B, IInd Floor, Shanti
Chambers,
Pusa Road, New Delhi-110005

 www.shyamtelecom.com

REGD. OFFICE
Shyam House,
3, Amrapali Circle,
Vaishali Nagar, Jaipur - 302021,
Rajasthan, India