

Corporate Office :

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

New Delhi-110 028 INDIA

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

FAX : 91-11-25792194

E-mail : investors@shyamtelecom.com

Website : www.shyamtelecom.com

SHYAM
TELECOM LTD

Dated – 30th August, 2019

1. The Stock Exchange, Mumbai
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai – 400001
2. The National Stock Exchange of India
Ltd.
“Exchange Plaza”, C-1 Block G. Bandra
Kurla Complex, Bandra East, Mumbai –
400001
3. Central Depository Services (India) Ltd.
Marathon Futurex, A-Wing,
25th Floor, NM Joshi Marg,
Lower Parel, Mumbai – 400013
4. National Securities Depository Ltd.
4th Floor, “A” wing, Trade World, Kamala
Mills Compound, Lower Parel, Mumbai –
400003
5. Indus Portfolio Pvt. Ltd.
G-65, Bali Nagar
New Delhi – 110015

Sub: Notice of 26th Annual General Meeting (“AGM”) and Book Closure

Dear Sirs,

1. We wish to inform that the Twenty Sixth (26th) AGM of Shyam Telecom Limited (“Company”) will be held at Hotel Sarovar Portico, Plot No. 90, Prince Road, Queens Road, Vaishali Nagar, Jaipur – 302021, Rajasthan on Saturday, 28th September, 2019 at 11.00 AM. A copy of the Notice is enclosed herewith pursuant to Regulation 29 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
2. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the Listing Regulations, the Register of Members of the Company and Transfer Books will remain closed from 22nd day of September, 2019 to 28th day of September, 2019 (both days inclusive).
3. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Companies Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing E-voting facility to the members to cast their votes by electronic means on all the resolutions as set forth in the Notice of 26th AGM. The E-voting facility extended to the members starts on Wednesday, 25th September, 2019 (10.00 AM) and ends on Friday, 27th September, 2019 (5.00 PM). E-voting instructions are provided in the notes to the Notice.

You are requested to take the same in your records.

Thanking You,

Yours Sincerely
For Shyam Telecom Limited

Saurav Goel
Saurav Goel
Company Secretary
Encl: Copy of Notice



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 Participants(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 Delfon 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

