

## 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 – February 28, 2020

The Manager, Department of Corporate Services Bombay Stock Exchange Limited (“BSE”) Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001 Security Code – 517411 Through BSE Listing Centre	Listing Department, National Stock Exchange of India Limited (“NSE”) Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai – 400001 Security Symbol – SHYAMTEL Through NEAPS
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**SUB – Intimation under Regulation 30 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Newspaper Advertisements for Notice of Postal Ballot including Remote E-Voting)**

Dear Sir/Madam,

In continuation to undergoing delisting process of the Company, please find enclosed the copies of newspaper advertisements published in Financial Express – all India editions (in English) and Jansatta (in Hindi) on Friday, 28<sup>th</sup> February, 2020 with respect to completion of dispatch of Notice of Postal Ballot (including Remote E-Voting) along with Postal Ballot form to the Members.

The advertisements may also be accessed on the website of the Company at [www.shyamtelecom.com](http://www.shyamtelecom.com)

Further, the Company is enclosing the Notice along with Postal Ballot form with this letter for your information, records and reference

Thanking You

Yours Sincerely

For SHYAM TELECOM LIMITED  
**FOR SHYAM TELECOM LIMITED**

PRABHAT TYAGI  
**COMPANY SECRETARY**

**Encl:**

1. News Paper Advertisement
2. Notice dispatched to shareholder
3. Postal Ballot Form

**SHYAM**  
TELECOM LTD

**SHYAM TELECOM LIMITED**

Registered Office: Shyam House, Plot No. 3, Amrapali Circle, Vaishali Nagar Jaipur - 302 021  
Corporate Office: A-60, Naraina Industrial Area Phase - I, New Delhi - 110 028  
CIN: L32202RJ1992PLC017750 | Website: [www.shyamtelecom.com](http://www.shyamtelecom.com) |  
E-Mail: [shyamtelecom.cs@gmail.com](mailto:shyamtelecom.cs@gmail.com) Phone: 9811400067/ 9911975092 | Fax: 011-25792194

**POSTAL BALLOT NOTICE**

Members are hereby informed that pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof for the time being in force, the Company seeks approval of the Members of the Company by way of Postal Ballot which also includes voting by electronic means (e-voting), for approval of Delisting of Equity Shares of the Company from BSE Limited ("BSE") under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations").

The Company has completed the dispatch of postal ballot notice dated February 13, 2020 along with explanatory statement and postal ballot form on February 27, 2020 to all the Members of the Company, whose name appears on the Register of Members as maintained by the Registrar and Share Transfer Agent and list of Beneficial Owners, as received from the Depositories on Friday, February 14, 2020 i.e. the cut-off date, (a) through electronic mail to the Members whose e-mail IDs are registered with the Depository Participants of the Company's Registrar and Share Transfer Agent and (b) physical mode, along with a self-addressed pre-paid business reply envelope to all the Members. A person who is not a Member on the cut-off date shall treat this notice for information purpose only.

In compliance with Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility of voting by electronic means (e-voting) to the Members to cast their vote by electronic means on the resolutions set forth in the Postal Ballot Notice. The Company has engaged the services of M/s Indus Portfolio Private Limited for providing e-voting facility to all its Members. Members are requested to note that the voting, both through postal ballot and e-voting will commence at 9:00 A.M. IST on February 28, 2020 and will end at 5:00 P.M. IST on March 28, 2020. The members can opt for only one mode of voting i.e. either by postal ballot or e-voting. In case the Member cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid. The detailed procedure for voting has been mentioned in the postal ballot notice and postal ballot form.

The Board of directors of the Company, at its meeting held on February 13, 2020 has appointed Mr. Sandeep Mehra, Practising Company Secretary, for conducting the postal ballot/ e-voting process in a fair and transparent manner. Members are requested to note that duly completed and signed postal ballot forms should reach the Scrutinizer not later than 5:00 P.M. IST on March 28, 2020. Postal Ballot Forms received after 5:00 P.M. IST on March 28, 2020, whether by postal ballot or e-voting, will not be allowed and such votes will not be considered valid.

Any Member who does not receive the postal ballot form, may either send an e-mail to [shyamtelecom.cs@gmail.com](mailto:shyamtelecom.cs@gmail.com) or may apply to the Registrar and Share Transfer Agent of the Company and obtain a duplicate postal ballot form. The postal ballot notice and postal ballot form can also be downloaded from the Company's website at [www.shyamtelecom.com](http://www.shyamtelecom.com). The postal ballot notice and postal ballot form is also expected to be available on website of BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.

The results of the voting by postal ballot (along with the Scrutinizer's report) will be announced by the Chairman of the Company on or before March 30, 2020, at the Corporate Office of the Company and will also be displayed on the website of Company at [www.shyamtelecom.com](http://www.shyamtelecom.com) and on the website of Indus Portfolio Private Limited at [www.indusinvest.com](http://www.indusinvest.com). Further, the results of the Postal Ballot shall also be forwarded to BSE Limited and National Stock Exchange of India Limited and are expected to be available at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

In case of any queries or issues regarding e-voting, Members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com/Help.jsp](http://www.evotingindia.com/Help.jsp), under help section or write an email to [helpdesk.evoting@cdsindia.com](mailto:helpdesk.evoting@cdsindia.com) or contact Mr. Praveen Kumar Mittal, Manager, Indus Portfolio Private Limited (Registrar and Share Transfer Agent), contact no. 011 - 47671217 / 47671200 e-mail: [pk.mittal@indusinvest.com](mailto:pk.mittal@indusinvest.com), alternatively Members may contact Mr. Prabhat Tyagi, Company Secretary at contact No.: 9811400067/ 9911975092, e-mail: [shyamtelecom.cs@gmail.com](mailto:shyamtelecom.cs@gmail.com) and address A-60, Naraina Industrial Area Phase - I, New Delhi - 110 028.

For Shyam Telecom Limited

sd/  
**PRABHAT TYAGI**  
(Company Secretary)

Place: Delhi  
Date: 27/02/2020



### पोस्टल बैलेंट सूचना

एतद्वारा सदस्यों को सूचित किया जाता है कि इस समय लगू किसी भी सांविधिक सुधार अथवा उसके पुनरीक्षण सहित कम्पनी (प्रबंध एवं प्रशासन) नियमावली, 2014 तथा सेवा (सूचीबद्ध दायित्व एवं उद्घाटन अपेक्षा) विनियमन, 2015 के साथ पठित कम्पनी अधिनियम 2013 की धारा 108 तथा 110 के अनुपालन में यह कम्पनी भारतीय प्रतिभूति तथा विनियम बोर्ड (इक्विटीयटी शेयरों का असूचीकरण) विनियमन, 2009 ("असूचीकरण विनियमन") के अंतर्गत बीएसई लिमिटेड ("बीएसई") से कम्पनी की इक्विटीयटी शेयरों के असूचीकरण की स्वीकृति के लिये पोस्टल बैलेंट जिसमें इलेक्ट्रानिक पद्धति से मतदान (ई-वोटिंग) भी शामिल है, के द्वारा कम्पनी के सदस्यों की स्वीकृति प्राप्त कर रही है। कम्पनी ने कम्पनी के ऐसे सभी सदस्यों जिनके नाम शुक्रवार, 14 फरवरी, 2020 अर्थात् कट ऑफ तिथि को रजिस्ट्रार तथा शेयर अंतरण एजेंट तथा द्वारा प्रबंधित सदस्यों के रजिस्टर तथा डिवाइजिटरीज से प्राप्त लाभभोगी स्वामियों की सूची में शामिल हैं को क) ऐसे सदस्यों जिनके ईमेल आईडी कम्पनी के रजिस्ट्रार तथा शेयर अंतरण के डिवाइजिटरीज पार्टिसिपेन्ट्स के पास पंजीकृत है को इलेक्ट्रानिक मेल द्वारा तथा ख) सभी सदस्यों को स्व-पता लिखित पूर्व-प्रदत्त डाक शुल्क मुक्त व्यावसायिक जवाबी लिफाफे के साथ भौतिक पद्धति में 27 फरवरी, 2020 को व्याख्यात्मक विवरण तथा पोस्टल बैलेंट प्रपत्र के साथ पोस्टल बैलेंट सूचना तिथि 13 फरवरी, 2020 का प्रेषण पूरा कर लिया है। जो व्यक्ति कट-ऑफ तिथि को सदस्य नहीं है, वे केवल सूचना के उद्देश्य से इस सूचना को देखें।

कम्पनी (प्रबंध एवं प्रशासन) नियमावली, 2014 तथा सेवा (सूचीबद्ध दायित्व एवं उद्घाटन अपेक्षा) विनियमन, 2015 के विनियमन 44 के साथ पठित कम्पनी अधिनियम, 2013 की धारा 108 के अनुपालन में यह कम्पनी पोस्टल बैलेंट सूचना में निर्दिष्ट प्रस्तावों पर इलेक्ट्रानिक माध्यम से मतदान की सुविधा अपने सदस्यों को उपलब्ध करा रही है। सदस्यों को ई-वोटिंग सुविधा प्रदान करने के लिये कम्पनी ने मै. इंडस पोर्टफोलियो प्राइवेट लिमिटेड की सेवाएँ प्राप्त की हैं। सदस्यों से आग्रह है कि वे यह ध्यान रखें कि पोस्टल बैलेंट तथा ई-वोटिंग दोनों ही पद्धतियों से मतदान 28 फरवरी, 2020 को 9.00 बजे पूर्वा. आईएसटी में शुरू होगी तथा 28 मार्च, 2020 को 5.00 बजे सायं आईएसटी में बंद होगी।

सदस्य पोस्टल बैलेंट अथवा ई-वोटिंग में से मतदान की केवल एक पद्धति का चयन कर सकते हैं। यदि सदस्य पोस्टल बैलेंट तथा ई-वोटिंग द्वारा मतदान करते हैं तो ई-वोटिंग द्वारा किया गया मतदान वैध होगा तथा पोस्टल बैलेंट द्वारा किया गया मतदान अवैध माना जाएगा। मतदान की विस्तृत प्रक्रिया का उल्लेख पोस्टल बैलेंट सूचना तथा पोस्टल बैलेंट प्रपत्र में किया गया है।

स्वच्छ तथा पारदर्शी प्रक्रिया में पोस्टल बैलेंट/ई-वोटिंग प्रॉसेस का संचालन करने के लिए कम्पनी के निदेशक मंडल ने 13 फरवरी, 2020 को आयोजित उनकी बैठक में श्री संदीप मेहरा, कार्यरत कम्पनी सचिव को पर्यवेक्षक नियुक्त किया है। सदस्यों से आग्रह है कि वे यह ध्यान रखें कि विधिवत पूर्ण तथा हस्ताक्षरित पोस्टल बैलेंट प्रपत्र अधिकतम 28 मार्च, 2020 के 5.00 बजे सायं आईएसटी तक पर्यवेक्षक के पास पहुंच जाए। 28 मार्च, 2020 को 5.00 बजे सायं आईएसटी के बाद पोस्टल बैलेंट अथवा ई-वोटिंग की अनुमति नहीं होगी तथा उसे अवैध माना जाएगा।

यदि किसी सदस्य को पोस्टल बैलेंट प्रपत्र प्राप्त नहीं हो तो वे shyamtelecom.cs@gmail.com पर ई-मेल भेजें अथवा कम्पनी के रजिस्ट्रार तथा शेयर अंतरण एजेंट के पास आवेदन कर दुब्लिकेट पोस्टल बैलेंट प्रपत्र प्राप्त करें। पोस्टल बैलेंट सूचना तथा पोस्टल बैलेंट प्रपत्र बीएसई लिमिटेड तथा नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड की वेबसाइट www.bseindia.com तथा www.nseindia.com क्रमशः पर भी उपलब्ध होने की प्रत्याशा है।

ई-वोटिंग से संबंधित किसी भी प्रश्नों अथवा मुद्दों के लिये सदस्यगण हेल्प सेक्शन के अंतर्गत www.evotingindia.com/help.jsp पर उपलब्ध Frequently Asked Questions ("FAQ's") तथा ई-वोटिंग मैनुअल देखें अथवा helpdesk.evoting@cdslindia.com पर ई-मेल करें अथवा श्री प्रवीण कुमार मिश्र, प्रबंधक, इंडस पोर्टफोलियो प्राइवेट लिमिटेड (रजिस्ट्रार तथा शेयर अंतरण एजेंट), सम्पर्क नं. 011-47671217/ 47671200, ई-मेल: pk.mittal@indusinvest.com से सम्पर्क करें तथा वैकल्पिक रूप से सदस्यगण श्री प्रभात त्यागी, कम्पनी सचिव से सम्पर्क नं. 9811400067/ 9911975092, ई-मेल: shyamtelecom.cs@gmail.com तथा पता ए-60, नारायणा औद्योगिक क्षेत्र, फेज-1, नई दिल्ली-110028 से भी सम्पर्क कर सकते हैं।

श्याम टेलीकॉम लिमिटेड के लिये

हस्ता./-

प्रभात त्यागी

(कम्पनी सचिव)

# SHYAM

## SHYAM TELECOM LIMITED

Registered Office: Shyam House, Plot No. 3, Amrapali Circle, Vaishali Nagar Jaipur - 302 021

Corporate Office: A-60, Naraina Industrial Area Phase - I, New Delhi - 110 028

CIN: L32202RJ1992PLC017750 | Website: [www.shyamtelecom.com](http://www.shyamtelecom.com) |

E-Mail: [shyamtelecom.cs@gmail.com](mailto:shyamtelecom.cs@gmail.com)

Phone: 9811400067/ 9911975092 | Fax: 011-25792194

### NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Members,

Notice is hereby given to the members of Shyam Telecom Limited, pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, that the resolution appended below for the voluntary delisting of Equity Shares of the Company from National Stock Exchange of India Limited (the “**NSE**”) and BSE Limited (the “**BSE**”) (NSE and BSE collectively referred to as the “**Stock Exchanges**”) is proposed to be passed as a Special Resolution by way of Postal Ballot/Electronic voting in compliance with Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009 (the “**Delisting Regulations**”).

The Board of Directors of the Company at its meeting held on November 13, 2019 (“**Board Meeting**”) had, subsequent to the receipt of letter dated November 04, 2019 received from the Promoter and Promoter Group of the Company in this regard, and subject to the approval of the Members of the Company by way of special resolution and approval of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the voluntary delisting of Equity Shares of the Company from NSE and BSE pursuant to the provisions of Chapter IV of the Delisting Regulations. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you along with a postal ballot form (the “**Postal Ballot Form**”) for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules 2014, the Company has appointed Mr. Sandeep Mehra, Partner; M/s Corpcode Consulting LLP as the Scrutinizer for the Postal Ballot process. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

The Members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer at the Corporate Office of the Company at A-60, Naraina Industrial Area Phase - I, New Delhi - 110 028, not later than close of working hours (5.00 pm IST) on March 28, 2020, Saturday. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. Also, the e-voting module will be disabled after the business hours i.e. 5.00 pm IST on March 28, 2020, Saturday for voting by the Members holding equity shares of the Company. The postage will be borne and paid for by the Company.

In accordance with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer facility of voting by electronic means (“e-voting”) to its Members to enable them to cast their votes through e-voting instead of returning duly filled Postal Ballot forms. E-Voting facility is also provided to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Members holding equity shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, Members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case member votes through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid.

The Scrutinizer will submit his report to the Chairman or in his absence a person authorized by him / the Board in writing, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on March 30, 2020, Monday, and will be displayed at the website of the Company i.e., [www.shyamtelecom.com](http://www.shyamtelecom.com) and on the website of M/s. Indus Portfolio Private Limited at [pri.g@indusinvest.com](mailto:pri.g@indusinvest.com), [pk.mittal@indusinvest.com](mailto:pk.mittal@indusinvest.com) and communicated to NSE and BSE.

The date of declaration of the results of the Postal Ballot i.e. March 30, 2020, Monday shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority. The Members are requested to consider and, if thought fit, pass the following resolution:

**SPECIAL BUSINESS:**

**Item No. 1**

**Voluntary delisting of Equity Shares of the Company from National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”)**

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

**Special Resolution:**

“**Resolved that** pursuant to letter dated November 04, 2019 received from the Promoter and Promoter Group of the Company conveying their intention to delist the equity shares of the Company, approval of the Board of Directors of the Company granted in their meeting held on November 13, 2019 to delist the equity shares of the Company, all the applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009 (the “**Delisting Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to other applicable regulations and guidelines issued by Securities and Exchange Board of India and subject to such permissions, sanctions and approvals as may be required from appropriate authorities in this regard and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the Members of the Company be and is hereby accorded to the voluntary delisting of the Equity Shares of the Company from the National Stock Exchange of India Limited and BSE Limited through acquisition of the 38,14,125 equity shares of the Company held by public shareholders (representing 33.84% of the paid up equity capital of the Company) (the “**Delisting Offer**”) in accordance with the Delisting Regulations (“**Proposed Delisting**”).

**Resolved further that** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to appoint intermediaries as may be required for the purpose of the Proposed Delisting and to take all steps as may be necessary to give effect to the aforesaid resolution including but not limited to making application to the Stock Exchanges seeking their In-principal and Final approval for the proposed voluntary delisting of equity shares of the Company, file necessary returns, documents, applications with respective regulatory authorities, if any, to appear, represent discuss and respond to queries of any such regulatory authority and to give such directions as may be necessary to settle any question or difficulty which may arise in regard thereto in such manner and to do such other acts, things and deeds as may be considered to be necessary or expedient for the purpose of giving effect to this resolution.

**Resolved further that** the Board be and is hereby authorized to delegate all or any of the powers herein conferred upon it to any Committee of Directors, Director(s) or any other officers/authorized representatives of the Company to give effect to this resolution.

**Resolved further that** all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

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

Sd/-  
**Prabhat Tyagi**  
Company Secretary  
Membership No.: A-60546

New Delhi, February 13, 2020

**NOTES:**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Resolution annexed hereto and forms part of this Notice.
2. All relevant documents referred to in the explanatory statement are available for inspection of the shareholders at the Company's Corporate Office on any working day except Saturday, Sunday and public holidays between 10.00 am IST to 4.00 pm IST upto March 28, 2020.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE****Item No. 1: Voluntary delisting of Equity Shares of the Company from National Stock Exchange of India Limited and BSE Limited**

The equity shares of the Company are presently listed on the National Stock Exchange of India Limited (the "NSE") and BSE Limited (the "BSE") (collectively referred to as the "Stock Exchanges"). The Promoter & Promoter Group of the Company holds 74,55,875 equity shares of face value of Rs. 10 each representing 66.16% of the total paid up equity share capital of the Company and the balance 38,14,125 equity shares of face value of Rs. 10 each representing 33.84% of the total paid up equity share capital of the Company is held by the Public Shareholders.

The Promoter and Promoter Group has informed the Company vide their letter dated November 04, 2019 of their intention to voluntarily delist the equity shares of the Company from the Stock Exchanges in accordance with the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "Delisting Regulations").

**Rationale for Delisting**

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

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

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

**Floor Price**

M/s DARPAN and Company, Chartered Accountants, have vide their certificate dated November 12, 2019 certified that in terms of the Regulation 15(2) of the Delisting Regulations read with Regulation 8(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Floor Price is Rs. 6.15 (Rupees Six and Fifteen Paise only) per equity share. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price.

Further, the Board in their meeting held on February 13, 2020 took on record the due diligence report dated February 12, 2020 submitted by Sundae Capital Advisors Private Limited, the Merchant Banker. The Board has further certified in the said meeting that:

1. the Company is in compliance with the applicable provisions of the securities laws;
2. the Promoter and Promoter Group and their related entities are in compliance with the sub-regulation (5) of Regulation 4 of the Delisting Regulations; and
3. the proposed delisting is in the interest of the shareholders.

The offer for the delisting of equity shares will open, subject to receipt of shareholders approval to this resolution and in-principle delisting approvals from the Stock Exchanges. The Promoter shall not proceed with the Delisting Offer unless:

- (i) the Promoter accepts the Discovered Price;
- (ii) the Public Shareholders accepts the counter offer by the Promoters;
- (iii) the number of Equity Shares validly tendered in the Delisting Offer is sufficient enough to result in the Delisting Offer being successful as per the Delisting Regulations;
- (iv) The Promoter having obtained all the necessary regulatory and statutory approvals as may be required under applicable laws including the Delisting Regulations.

In terms of Regulation 8(1)(b) of the Delisting Regulations, the Delisting Proposal requires the approval of the shareholders of the Company by way of a Special Resolution passed through the Postal Ballot/ E-voting. The Special Resolution shall be acted

upon if and only if the votes casted in favor of the proposal amounts to atleast two times of the number of votes cast by the public shareholders against it.

The approval of the shareholders is sought for the aforesaid Special Resolution, after which the Promoters will proceed at their discretion, to make an offer to the shareholders of the Company and purchase the shares at an exit price in accordance with the provisions of the SEBI Delisting Regulations

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

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

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

**Sd/-**  
**Prabhat Tyagi**  
**Company Secretary**  
Membership No.: A-60546

New Delhi, February 13, 2020

## NOTES AND INSTRUCTIONS

### A. Voting through electronic means

The instructions for e-voting are as under:

In case a Member receives an email from CDSL (for Members whose email IDs are registered with the Company/Depository Participants(s):

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

PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat as well as Physical Shares) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence Number is provided on the website of RTA.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the sequence number and after the first two characters of the name in CAPITAL letters. E.g. If your name is Suresh Kumar with sequence number 1 then enter SU0000001 in the PAN field.</li></ul>
Date of Birth (DOB) or Dividend Bank Details	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. 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).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, Members holding shares in Demat form will now reach ‘**Password Creation**’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (x) Click on EVSN of “SHYAM TELECOM LIMITED”
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO “for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the Resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image Verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Members can also cast their vote using CDSL’S mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for non-individual Members & Custodians
  - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**B. Casting of Vote through Postal Ballot Form**

- Members desiring to cast their vote in Postal Ballot Form are requested to execute the Postal Ballot Form as per the instructions stated therein and send the same in the enclosed self-addressed postage prepaid envelope.
- The vote can be cast by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (√) in the appropriate column.
- The Member need not use all the votes nor needs to cast all the votes in the same way.
- Members are requested not to send any other paper / document along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If sent, the same paper / document would not be acted upon.

**Note:**

- The postal ballot notice is being sent to all the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on February 14, 2020, Friday, along with a postage prepaid self-addressed Business Reply Envelope. The postal ballot notice is also being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding).
- Members whose names appear on the Register of Members / List of Beneficial Owners as on February 14, 2020 will be considered for the purpose of voting.
- Members can download the Postal Ballot Form from the link [www.evoting.cdsl.com](http://www.evoting.cdsl.com) or [www.shyamtelecom.com](http://www.shyamtelecom.com) ; or seek a duplicate Postal Ballot Form from the Company's Registrar and Transfer Agent M/s. Indus Portfolio Private Limited from their office at G 65, Bali Nagar, New Delhi – 110 015, fill in the details and send the same to the Scrutinizer.
- Kindly note that the Members can opt only one mode of voting i.e. either by Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote by Postal Ballot Form also and vice versa. However, in case a Member has voted both by Postal Ballot Form as well as e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot Form will be treated as invalid.
- The Company has appointed Mr. Sandeep Mehra, Partner; M/s Corpcode Consulting LLP, as a Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.
- The Scrutinizer's decision on the validity of the Postal Ballot will be final.
- The period for voting through physical Ballot and e-voting starts from February 28, 2020 at 9.00 am IST and ends on March 28, 2020 at 5.00 pm IST and any physical ballots received thereafter shall not be considered and e-voting shall be disabled by CDSL.
- You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours (5.00 pm IST) on March 28, 2020. No other request / details furnished in the Self-Addressed envelope will be entertained. The Postal Ballot Forms received after close of working hours (5.00 pm IST), March 28, 2020, will be treated as if the same has not been received from the Member.
- The Scrutinizer will submit his report, to the Chairman or in his absence to any other person authorized by him, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The Scrutinizer's report will be displayed on the Company's website: [www.shyamtelecom.com](http://www.shyamtelecom.com). The results of the Postal Ballot will be announced on March 30, 2020, Monday and will be communicated to BSE and NSE where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the website of CDSL. The date of declaration of the results of the Postal Ballot i.e. March 30, 2020, shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority.

# SHYAM

## SHYAM TELECOM LIMITED

Registered Office: Shyam House, Plot No. 3, Amrapali Circle, Vaishali Nagar Jaipur - 302 021

Corporate Office: A-60, Naraina Industrial Area Phase - I, New Delhi - 110 028

CIN: L32202RJ1992PLC017750 | Website: [www.shyamtelecom.com](http://www.shyamtelecom.com) |

E-Mail: shyamtelecom.cs@gmail.com

Phone: 9811400067/ 9911975092 | Fax: 011-25792194

### POSTAL BALLOT FORM

1. Name(s) of the Shareholder : Serial No.
2. Registered address of the Sole/  
First named Shareholder :
3. Name of the Joint Share holder(s), if any :
4. Registered Folio No./ \*DP ID- Client ID No. :  
(Applicable to the Shareholders holding  
shares in dematerialized form)
5. Number of Shares held :
6. I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated **February 13, 2020** of the Company by sending my/our assent/dissent to the said Resolution by placing the tick (✓) mark at the appropriate boxes below:

Sr. No.	Description	Number of shares for which vote cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution to consider and approve the Voluntary Delisting of the Equity Shares of the Company from National Stock Exchange of India Limited and BSE Limited, the stock exchanges where the equity shares of the company are presently listed.			

Place:

Date:

(Signatures of Shareholder)

### Electronic Voting Particulars

Electronic Voting Sequence No. (EVSN)	User ID	Sequence Number

**Important Note: Postal Ballot Form shall duly complete, signed and return in enclosed self-addressed Business Reply Envelope to the Scrutinizer not later than close of working hours (i.e 17:00 hours ) on March 28, 2020, Saturday.**

Note: Please read carefully the instructions printed overleaf before filing this form and for E-voting, please refer to the Instruction for voting through Electronic means provided in the Postal Ballot Notice sent herewith.

## INSTRUCTIONS

1. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the shareholders.
2. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the shareholder(s) as at close of business hours on **March 28, 2020, Saturday**.
3. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
4. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer atlegal@corpcode.in, with a copy marked to shyamtelecom.cs@gmail.com, or deposited at the corporate office of the Company.
5. Voting period commences from **February 28, 2020, Friday at 9:00 A.M (IST) and ends on March 28, 2020, Saturday at 5:00 P.M. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, February 14, 2020** (the cut-off date), may cast their vote.
6. Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
7. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
8. The Scrutinizer's decision on the validity of the votes cast shall be final.
9. The votes of a Member will be considered invalid on any of the following grounds :-
  - a. If the Postal Ballot form has not been signed by or on behalf of the Member;
  - b. if the Member's signature does not tally;
  - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
  - d. If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
  - e. if the Postal Ballot Form is incomplete or incorrectly filled;
  - f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
  - g. If the form other than the one issued by the company is used;
10. The Scrutinizer, after completion of the scrutiny of the Postal Ballots (including remote e-voting), will submit his report to the Chairman or a person authorized by him, who shall counter sign the same and declare the results of voting. The Company shall announce the results of the Postal Ballot at its Corporate Office situated at A-60, Naraina Industrial Area Phase - I, New Delhi - 110 028 at 5.00 P.M. (IST) on **March 30, 2020, Monday**. The results of the Postal Ballot (including remote e-voting) along with the Report of the Scrutinizer shall be placed on the Company's website viz. www.shyamtelecom.com and on the website of Indus Portfolio Private Limited at rnt@indusinvest.com and also forwarded to National Stock Exchange of India Limited and BSE Limited, where equity shares of the Company are listed. The date of declaration of Postal Ballot results will be taken as the date of passing of the resolution contained in this Notice.
11. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be sent to: The Company Secretary, Shyam Telecom Limited, A-60, Naraina Industrial Area Phase - I, New Delhi - 110 028; e-mail id : shyamtelecom.cs@gmail.com
12. The Postal Ballot process shall be conducted and scrutinized and the report thereon will be prepared in accordance with Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
13. Mr. Sandeep Mehra, Partner, Corpcode Consulting LLP has been appointed as the Scrutinizer for conducting the Postal Ballot / e-voting process in accordance with the Companies Act, 2013 and the Rules made thereunder, in a fair and transparent manner.

## INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signatures to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed business reply envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the shareholder as per the specimen signatures registered with the Registrar/ Depository. In case the Equity Shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/Depository) by the first named shareholder and in his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(s) (POA) on behalf of the shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. In case of Equity Shares held by the shareholders other than individual shareholders, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature is already registered with the Registrar and Share Transfer
5. Agent or it should be accompanied by a certified copy of Board Resolution/authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours of **March 28, 2020**. Postal Ballot Form received after this date will be treated as if reply from such shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
7. Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
8. There will be only one Postal Ballot Form for every folio/ client ID irrespective of the number of the joint shareholders. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to shyamtelecom.cs@gmail.com or write to the Company Secretary, Shyam Telecom Limited, A-60, Naraina Industrial Area Phase - I, New Delhi - 110 028. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
9. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
10. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected.