

Corporate office :

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

New Delhi-110028 (INDIA)

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

FAX : 91-11-25792194

E-mail : investors@shyamtelecom.com

Website : www.shyamtelecom.com

SHYAM
TELECOM LTD

1. **The Stock Exchange, Mumbai**
Phiroz Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
2. **The National Stock Exchange of India Ltd.**
"Exchange Plaza", Bandra – Kurla
Complex, Bandra (E), Mumbai-400 001
3. **Central Depository Services (India) Ltd.**
Phiroz Jeejeebhoy Towers,
17th Floor, Dalal Street,
Mumbai- 400 001
4. **National Securities Depository Ltd.**
4th Floor, "A" wing, Trade World,
Kamala Mills Compound, Senapati Bapat
Marg, Lower Parel, Mumbai-400 003
5. **Indus Portfolio Pvt. Ltd.**
G-65, Bali Nagar
New Delhi – 110015

STL/CS/9289/2017

4th September, 2017

Sub: Notice of 24th Annual General Meeting and Book Closure

Dear Sirs,

1. We wish to inform that the Twenty Fourth (24th) Annual General Meeting of the Company will be held at Hotel Sarovar Portico, Plot No. 90, Prince Road, Queens Road, Vaishali Nagar, Jaipur – 302021, Rajasthan on Friday, 29th September, 2017 at 12:00 Noon. A copy of the Notice is enclosed herewith pursuant to Regulation 29 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
2. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Register of Members of the Company and Transfer Books will remain closed from 26th day of September, 2017 to 29th day of September, 2017 (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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is providing E-voting facility to the members to cast their votes by electronic means on all the resolutions set forth in the Notice of 24th AGM. The E-voting facility extended to the shareholders starts on Monday, 25th September, 2017 (10:00 AM) and ends on Thursday, 28th September, 2017 (5:00 PM). E-voting instructions are provided in the notes to the Notice.

You are requested to take the same on your records.

Thanking You,

Yours Sincerely
For Shyam Telecom Limited


Saurav Goel
Company Secretary

Encl: Copy of Notice Enclosed

SHYAM TELECOM LIMITED

Regd. Office: MTS Tower, 3, Amrapali Circle, Vaishali Nagar,
Jaipur 302021, Rajasthan, India

Ph.: 91-141-5100343, Fax: 91-141-5100310

CIN: L32202RJ1992PLC017750

e-mail id: investors@shyamtelecom.com, website: www.shyamtelecom.com

NOTICE OF THE TWENTY FOURTH ANNUAL GENERAL MEETING

TIME: 12.00 Noon

DAY & DATE- FRIDAY, 29th SEPTEMBER, 2017

**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 Fourth Annual General Meeting 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 Friday, 29th September, 2017, at 12.00 Noon to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajiv Mehrotra, (DIN 00035766), who retires by rotation and being eligible, offers himself for re-appointment as Director.
3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT, pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory amendments or reenactments thereof for the time being in force and pursuant to the recommendation of the Audit Committee, M/s. V G M & Co., Chartered Accountants, having registration No. 029823N allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Auditors M/s. Mehra Goel & Company, Chartered Accountants, having registration No. 000517N allotted by ICAI, to hold office for a term of 5 (five) consecutive years from the conclusion of 24th Meeting till the conclusion of the 29th Annual General Meeting of the Company to be held in the 2022, subject to ratification of their appointment by the Members at every subsequent

Annual General Meeting till the conclusion of their tenure and the Board of Directors of the Company be and is hereby authorized to fix their remuneration and other incidental expenses, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS

4. APPROVAL OF BORROWING POWERS TO THE BOARD UNDER SECTION 180 (1) (c)

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

“**RESOLVED THAT** in supersession of the earlier resolutions and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any, the consent of the members be and is hereby accorded to the 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 and free reserves, provided that the total amount so borrowed by the company shall not exceed Rs. 200 Crores (Rupees Two Hundred Crores only).

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to finalize, settle and execute such documents, deeds, writings, papers and agreements as may be required and to do all such acts, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable to give effect to the above resolution”

5. TO APPROVE TRANSACTIONS WITH THINK OF TECHNOLOGIES PRIVATE LIMITED

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

“**RESOLVED THAT** consent of the Members of the Company be and is hereby accorded pursuant to 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, to the 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, a related party, subject to a maximum aggregate transactions of Rs. 200 Crore in any financial year with the said related party.

RESOLVED FURTHER THAT any of the Directors of the company be and is hereby authorized severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution”

6. TO APPROVE TRANSACTIONS WITH SHYAM COMMUNICATIONS SYSTEMS

To consider and if thought fit, to give assent/ dissent, with or without modification(s), to the following resolution as **Special Resolution**:

“RESOLVED THAT consent of the Members of the Company be and is hereby accorded pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under and pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, to the Board of Directors of the Company to enter into the transactions for sale, purchase of goods, and to provide / avail services / rent to / from the Shyam Communications System, a related party, subject to a maximum aggregate transaction of Rs. 50 Crore in any financial year with the said related party.

RESOLVED FURTHER THAT any of the Directors of the company be and is hereby authorized severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution,”

7. TO APPROVE TRANSACTIONS WITH SISTEMA SHYAM TELESERVICES LTD.

To consider and if thought fit, to give assent/ dissent, with or without modification(s), to the following resolution as **Special Resolution**:

“RESOLVED THAT consent of the Members of the Company be and is hereby accorded pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under and pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, to the Board of Directors of the Company to enter into the transactions for sale, purchase of goods, and to provide / avail services to / from the Sistema Shyam Teleservices Private Limited, a related party, subject to a maximum aggregate transaction of Rs. 250 Crore in any financial year with the said related party.

RESOLVED FURTHER THAT any of the Directors of the company be and is hereby authorized severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution,”

8. TO APPROVE TRANSACTIONS WITH VIHAAN NETWORKS LTD.

To consider and if thought fit, to give assent/ dissent, with or without modification(s), to the following resolution as **Special Resolution**:

“RESOLVED THAT consent of the Members of the Company be and is hereby accorded pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under and pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, to the Board of Directors of the Company to enter into the transactions for sale, purchase of goods, and to provide / avail services to / from

the Vihaan Networks Limited, a related party, subject to a maximum aggregate transactions of Rs. 100 Crore in any financial year with the said related party.

RESOLVED FURTHER THAT any of the Directors of the company be and is 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 TRANSACTIONS WITH THINK OF US INDIA PRIVATE LIMITED

To consider and if thought fit, to give assent/ dissent, with or without modification(s), to the following resolution as **Special Resolution**:

“**RESOLVED THAT** consent of the Members of the Company be and is hereby accorded pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under and pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, to the 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 US India Private Limited, a related party, subject to a maximum aggregate transaction of Rs. 100 Crore in any financial year with the said related party.”

RESOLVED FURTHER THAT any of the Directors of the company be and is 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.

To consider and if thought fit, to give assent/ dissent, with or without modification(s), to the following resolution as **Special Resolution**:

“**RESOLVED THAT** consent of the Members of the Company be and is hereby accorded pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), to the 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. 200 Crores (Rupees Five Hundred crores only), notwithstanding that such investment and acquisition together with the Company’s existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3), of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution.”

II. 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 authorised 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 any other officer of the Company be and is 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
Dated: 4th August, 2017

NOTES: -

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY 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 shall not act as Proxy for more than Fifty (50) members and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. 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 Shareholder/Member. A Proxy Form is annexed to this Notice.**
- 3. Member/Proxy should bring the Attendance Slip duly filled in for attending the Meeting.**

4. 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.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from **26th Day of September, 2017 to 29th Day of September, 2017** (both days inclusive).
6. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item nos. 4 to 12 which set out details relating to special businesses at the meeting, is annexed herewith.
7. Shareholders 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: rnt@indusinvest.com/cs.anamika@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.
8. To support the green initiative, Electronic copies of the Annual Report are 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 email address, physical copies of the Annual Report are being sent in the permitted mode.
9. 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 24th Annual General Meeting 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 Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.
11. 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.
12. 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.
13. The Shareholders are requested to furnish a copy of the PAN card to the Company/Registrar & Share Transfer Agents while sending the Shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
 14. **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.**
 15. Members/Proxyholders are requested to carry valid ID proof such as PAN, Voter Card, Passport, Driving License, Aadhaar Card etc. along with the printed attendance slip.
 16. Disclosure pursuant to Regulation 36(3) of the SEBI (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 Annual General Meeting is given in the Annexure to the Notice in addition to the separate section in the Corporate Governance.
 17. 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.
 18. 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.
 19. 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 2018.
 20. Members may also note that the Notice of the Twenty Fourth Annual General Meeting and the Annual Report for 2016-17 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 Shareholders may also send requests to the Company's investor email id: investors@shyamtelecom.com
 21. 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 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

22. 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 Shareholder – 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 shareholders as well as physical shareholders)</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. 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) Shareholders 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 shareholders & custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- 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 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 shareholders 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, 2017 (10:00 AM) and ends on 28th September, 2017 (5:00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2017, 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 shareholders can opt for only one mode of voting, i.e. either physically by attending AGM or e-voting. If any shareholders opt for e-voting, he/she will not be eligible to vote physically in AGM.
23. Mr. Sandeep Mehra, Practicing Company Secretary, (COP NO-15786), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Results of e-voting shall be declared on or after the AGM of the Company and the Results declared with Scrutinizer Report 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 immediately of passing of the Resolution of the AGM of the Company.

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 24th Annual General Meeting:

Item no. 4

In pursuance of Section 180 (1) (c) of the Companies Act, 2013 approval of the Shareholders is required to borrow money in excess of paid-up capital of the Company and its free reserves.

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. 4 for the approval of members as **Special Resolution**.

Item No. 5

The Audit Committee Members and the Board of Directors of the Company in their respective Meetings held on 27th May, 2017 approved the Related Party Transactions for sale, purchase of goods and to provide / avail services to / from Think of Technologies Private Limited, a related party, subject to a maximum aggregate transaction of Rs. 200 Crores in any financial year. Under the provisions of Sections 188 of the Companies Act, 2013 read with Regulation 23 of SEBI (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 Shareholders through Special Resolution. Since the transactions with Think of Technologies Private Limited are estimated to be around Rs. 200 crores 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, 2017, the transactions are required to be approved by the Shareholders as Special 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.

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 directors of Think of Us Technologies Private Limited.

The Board recommends the resolution set out in Item No. 5 for the approval of members as **Special Resolution**.

Item No. 6

The Audit Committee Members and the Board of Directors of the Company in their respective Meetings held on 27th May, 2017 approved the Related Party Transactions for Sale, Purchase of Goods and to provide / avail services / rent to / from Shyam Communications Systems, a related party, subject to a maximum aggregate transaction of Rs. 50 Crores in any financial year. Under the provisions of Sections

188 of the Companies Act, 2013 read with Regulation 23 of SEBI (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 Shareholders through Special Resolution. Since the transactions with Shyam Communications Systems are estimated to be around Rs. 50 crores in any financial year, which exceeds the ten percent of the annual net-worth of the Company as per the audited Financial Statement as on 31st March, 2017, the transactions are required to be approved by the Shareholders as Special 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.

None of the Directors, KMP or their relatives are concerned or interested in the resolution except Mr. Ajay Khanna and Mr. Rajiv Mehrotra, who may be deemed to be interested in the resolution by virtue of being partners in Shyam Communication Systems.

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

Item No. 7

The Audit Committee Members and the Board of Directors of the Company in their respective Meetings held on 27th May, 2017 approved the Related Party Transactions for Sale, Purchase of Goods and to provide / avail services to / from Sistema Shyam Telservices Limited, a related party, subject to a maximum aggregate transaction of Rs. 250 Crores in any financial year. Under the provisions of Sections 188 of the Companies Act, 2013 read with Regulation 23 of SEBI (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 Shareholders through Special Resolution. Since the transactions with Sistema Shyam Telservices Limited are estimated to be around Rs. 250 crores 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, 2017, the transactions are required to be approved by the Shareholders as Special 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.

None of the Directors, KMP or their relatives are concerned or interested in the resolution except Mr. Rajiv Mehrotra, Mr. Ajay Khanna and Mr. Alok Tandon, who may be deemed to be interested in the resolution by virtue of being the directors in Sistema Shyam Telservices Limited as well as the shareholders holding more than 2% of its Paid-up Share Capital through their relatives and various Companies.

The Board recommends the resolution set out in Item No. 7 for the approval of members as **Special Resolution**.

Item No. 8

The Audit Committee Members and the Board of Directors of the Company in their respective Meetings held on 27th May, 2017 approved the Related Party Transactions for Sale, Purchase of Goods and to provide / avail services to / from Vihaan Networks Limited, a related party, subject to a maximum aggregate transaction of Rs. 100 Crores in any financial year. Under the provisions of Sections 188 of the Companies Act, 2013 read with Regulation 23 of SEBI (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 Shareholders through Special Resolution. Since the transactions with Vihaan Networks Limited are estimated to be around Rs. 100 crores 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, 2017, the transactions are required to be approved by the Shareholders as Special 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.

None of the Directors, KMP or their relatives are concerned or interested in the resolution except Mr. Rajiv Mehrotra, who may be deemed to be interested in the resolution by virtue of being the director in Vihaan Networks Limited as well as the shareholder holding more than 2% of its Paid-up Share Capital through his relatives and various Companies.

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

Item No. 9

The Audit Committee Members and the Board of Directors of the Company in their respective Meetings held on 27th May, 2017 approved the Related Party Transactions for Sale, Purchase of Goods and to provide / avail services to / from Think of Us India Private Limited, a related party, subject to a maximum aggregate transaction of Rs. 100 Crores in any financial year. Under the provisions of Sections 188 of the Companies Act, 2013 read with Regulation 23 of SEBI (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 Shareholders through Special Resolution. Since the transactions with Think of Us India Private Limited are estimated to be around Rs. 100 crores 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, 2017, the transactions are required to be approved by the Shareholders as Special 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.

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 except Mr. Arun Kumar Khanna, who may be deemed to be interested in the resolution by virtue of being relative of directors of Think of Us Technology Private Limited.

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 there under, the Company needs to obtain prior approval of Shareholders / 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 shareholders by way of Special Resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 200 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 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. 10 for the approval of members as **Special Resolution**.

Item No. 11

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 shareholders 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. 11 for the approval of members as **Ordinary Resolution**

ANNEXURE TO ITEM NO. 3 OF THIS NOTICE

Details of Director seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings)

NAME OF THE DIRECTOR - MR. RAJIV MEHROTRA

BASIC DETAILS

Director Identification Number (DIN)	00035766
Date of Birth	05.08.1954
Nationality	INDIAN
Date of first appointment on the Board of Directors of the Company	03.07.1992
Qualification	Electronics Engineer
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL

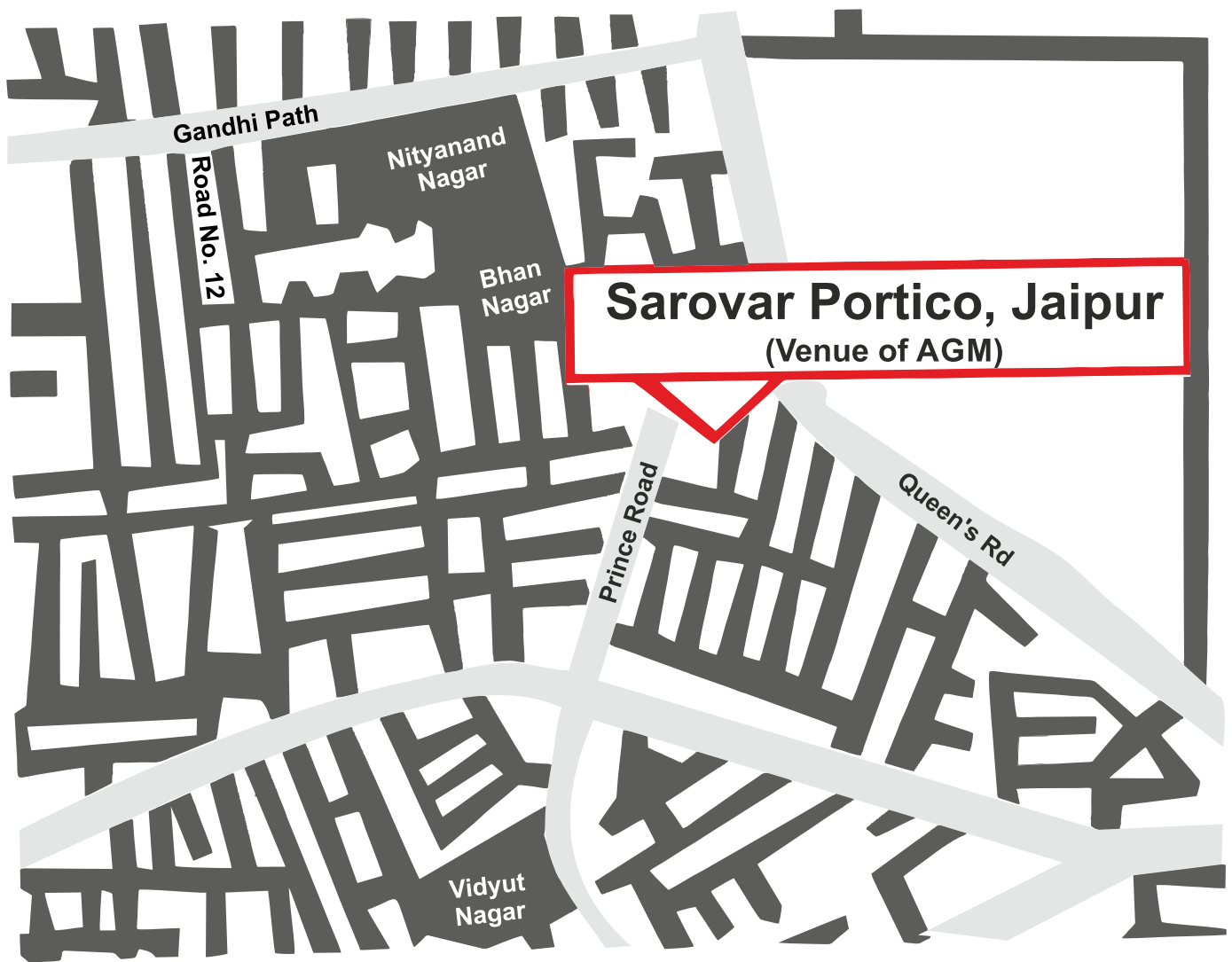
LIST OF DIRECTORSHIPS HELD IN OTHER COMPANIES (EXCLUDING FOREIGN, PRIVATE AND SECTION 8 COMPANIES)

- Vihaan Networks Limited
- Shyam Antenna Electronic Limited
- Sistema Shyam Teleservices Limited
- Shyam Networks Limited

BRIEF RESUME AND AREA OF EXPERTISE

Mr. Rajiv Mehrotra, a telecom industry veteran and serial entrepreneur, is the founder and Chairman of the Company, India's leading diversified telecommunications group. In a career spanning over 40 years, he has many firsts to his credit. In 1974, as a young electronics engineer, he pioneered the manufacture of satellite TVRO systems that brought cable TV to millions in India. He then launched Shyam Telecom Private Limited - a global name in mobile coverage solutions, Hexacom (GSM services) and Shyam Telelink (now Sistema Shyam Teleservices Limited). His efforts established Essel Shyam as the leading name in VSAT services in India. In 2004, he launched Vihaan Networks Ltd. (VNL) with the dream of connecting the billions of unconnected across the world using sustainable technology to deliver affordable mobile and broadband services. Under his guidance, VNL has won extensive international acclaim for innovation and is the only Indian company today that manufactures and exports its own end-to-end mobile infrastructure solutions to countries in Asia, Africa and Latin America. An active industry spokesperson, he is a passionate advocate for India's indigenous telecom R&D and manufacturing.

**ROUTE MAP OF THE VENUE
OF
ANNUAL GENERAL MEETING**



**Form No. MGT 11
PROXY FORM**

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

SHYAMTELECOM LIMITED

CIN: L32202RJ1992PLC017750

Regd. Office: MTS Tower, 3, Amrapali Circle, Vaishali Nagar, Jaipur 302021, Rajasthan, India
Ph.: 91-141-5100343, Fax: 91-141-5100310 E-mail id: investors@shyamtelecom.com

Name of the Member(s):	
Registered Address :	
E-mail Id :	
Folio No. :	
DP Id :	
Client Id :	

I / We being the members(s) ofshares of Shyam Telecom Limited, hereby appoint :

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

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on September 29th, 2017 at 12.00 Noon at Hotel Sarovar Portico, Plot No. 90, Prince Road, Queens Road, Vaishali Nagar, Jaipur-302021, Rajasthan, India and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions for/Against

NO.	RESOLUTIONS	FOR	AGAINST
Ordinary Business			
1.	Consideration and adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2017		
2.	Re-appointment of Mr. Rajiv Mehrotra, Director retiring by rotation		
3.	Appointment of Statutory Auditor		
Special Business			
4.	Approval of Borrowing Powers to the Board under Section 180 (1) (c) of the Companies Act, 2013		
5.	Approval of Related Party Transactions with Think of Technologies Private Limited		
6.	Approval of Related Party Transactions with Shyam Communication Systems		
7.	Approval of Related Party Transactions with Sistema Shyam Teleservices Limited		
8.	Approval of Related Party Transactions with Vihaan Networks Limited		
9.	Approval of Related Party Transactions with Think of Us India Private Limited		
10.	Approval of limits of Loan / Guarantee / Investment by the Company.		
11.	Authorization for making donation to Bonafide Charitable and other Funds.		

*Signed this..... day of.....2017.

Affix
Revenue
Stamps

Signature of Shareholder	
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NOTES:

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

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the meeting hall)

Name & Address	Folio No.	DP ID #	Client ID #	No. of Shares Held

Applicable for members holding shares in dematerialized form.

I/We.....R/ohereby record my/our presence at the 24th Annual General Meeting of the Company held on September 29th, 2017 at 12:00 Noon at Hotel Sarovar Portico, Plot no. 90, Prince Road, Queens Road, Vaishali Nagar, Jaipur – 302021, Rajasthan.

Signature of shareholder/ proxy