

**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

**Dated - 30<sup>th</sup> August, 2018**

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

**Sub: Notice of 25<sup>th</sup> Annual General Meeting and Book Closure**


Dear Sirs,

1. We wish to inform that the Twenty Fifth (25<sup>th</sup>) Annual General Meeting (AGM) of Shyam Telecom Limited (Company) will be held at Hotel Sarovar Portico, Plot No. 90, Prince Road, Queens Road, Vaishali Nagar, Jaipur – 302021, Rajasthan on Monday, 24<sup>th</sup> September, 2018 at 11.00 AM. A copy of the Notice is enclosed herewith pursuant to Regulation 29 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulations).
2. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the Listing Regulations, the Register of Members of the Company and Transfer Books will remain closed from 18<sup>th</sup> day of September, 2018 to 24<sup>th</sup> day of September, 2018 (both days inclusive).
3. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Companies Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing E-voting facility to the members to cast their votes by electronic means on all the resolutions as set forth in the Notice of 25<sup>th</sup> AGM. The E-voting facility extended to the members starts on Thursday, 20<sup>th</sup> September, 2018 (10.00 AM) and ends on Sunday, 23<sup>rd</sup> September, 2018 (5.00 PM). E-voting instructions are provided in the notes to the Notice.

You are requested to take the same in your records.

Thanking You,

Yours Sincerely  
For Shyam Telecom Limited

  
Saurav Goel  
Company Secretary  
Encl: Copy of Notice

**Regd. Office : MTS Tower, 3, Amrapali Circle, Vaishali Nagar, Jaipur-302021 (RAJASTHAN) INDIA**

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

**CIN : L32202RJ1992PLC017750**

## SHYAM TELECOM LIMITED

CIN: L32202RJ1992PLC017750

Regd. Office: Shyam Tower, 3, Amrapali Circle,  
Vaishali Nagar, Jaipur – 302021, Rajasthan, India  
Ph.: 91-141-5100343, FAX:91-141-5100310

Email Id: investors@shyamtelecom.com, Website: shyamtelecom.com

### **NOTICE OF THE TWENTY FIFTH ANNUAL GENERAL MEETING**

**TIME: 11.00 AM**

**DAY & DATE: Monday, 24<sup>th</sup> September, 2018**

**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 Fifth Annual General Meeting (AGM) of the Members of Shyam Telecom Limited will be held at Hotel Sarovar Portico, Plot No. – 90, Prince Road, Queens Road, Vaishali Nagar, Jaipur – 302021, Rajasthan, India on Monday, 24<sup>th</sup> September, 2018 at 11.00AM to transact the following businesses:

#### **ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arun Kumar Khanna, (DIN – 00041724), who retires by rotation and being eligible, offers himself for re-appointment as Director.

#### **SPECIAL BUSINESS**

3. **APPROVAL OF POWER TO THE BOARD UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013**

To authorize the Board to Mortgage/Create Charge on properties of the Company for securing Loan and other Financial Assistance and in this regard, to consider and if thought fit to pass, with or without modification, the following Resolution as **Special Resolution**

**"RESOLVED THAT** in supersession of the earlier Resolutions and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any, the consent of the Members be and is hereby accorded to the Board of Directors to pledge, mortgage, hypothecate and / or charge all or any part of the Movable or Immovable Properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any Movable or Immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks, Financial Institutions, Investors and any other Lenders or Debenture Trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such Borrowings at any time.

**RESOLVED FURTHER THAT** any of the Directors or the Secretary of the Company be and are hereby authorized severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

4. **APPROVAL OF BORROWING POWERS TO THE BOARD UNDER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013**

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

**"RESOLVED THAT** in supersession of the earlier Resolutions and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any, consent of the Members be and is hereby accorded to Board of Directors of the Company for borrowing any sum or sums of monies, for and on behalf of the Company from time to time, which together with the Money already borrowed by the Company, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of its paid up capital, free reserves and securities premium, provided that the total amount so borrowed by the Company shall not exceed **Rs. 50 Crores (Rupees Fifty Crores only)**.

**RESOLVED FURTHER THAT** any Director or Secretary of the Company be and are hereby authorized severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

**5. TO APPROVE THE LIMITS OF LOAN / GUARANTEE / INVESTMENT BY THE COMPANY AS PER SECTION 186(3) OF COMPANIES ACT, 2013**

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 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 Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board), for making investment(s) in excess of limits specified under Section 186 of Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body-corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding **Rs. 50 Crores (Rupees Fifty Crores only)**, notwithstanding that such investment and acquisition together with the Company's existing investments in all other Bodies Corporate, Loans and Guarantees given and Securities provided shall be in excess of the limits prescribed under Section 186(3), of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director or Secretary of the Company be and are hereby authorized severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**6. TO APPROVE THE TRANSACTIONS WITH THINK OF TECHNOLOGIES PRIVATE LIMITED, THINK OF US INDIA PRIVATE LIMITED AND VIHAAN NETWORKS LIMITED**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as **Ordinary 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, to Board of Directors of the Company to enter into the transactions for sale, purchase of goods, and to provide / avail services to / from the Think of Technologies Private Limited, Think of Us India Private Limited and Vihaan Networks Limited, related parties, subject to a maximum aggregate transactions as defined in the table below in any Financial Year with the said related parties.

S. No.	Name of Related Party	Maximum Amount
1	Think of Technologies Private Limited	50 Crores
2	Think of Us India Private Limited	50 Crores
3	Vihaan Networks Limited	6 Crores

**RESOLVED FURTHER THAT** any Director or Secretary of the Company be and are hereby authorized severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**7. 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 Secretary of the Company be and are hereby authorized severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

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

Place: New Delhi

Date: 11<sup>th</sup> August, 2018

**NOTES:-**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the Meeting.
2. A person can 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 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 **18<sup>th</sup> September, 2018 to 24<sup>th</sup> September, 2018** (both days inclusive).
6. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item nos. 3 to 7 which set out details relating to special businesses at the Meeting, is annexed herewith.
7. Members holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent, Indus Portfolio Private Limited, G – 65, Bali Nagar, New Delhi – 110015, E-mail: [rnt@indusinvest.com](mailto:rnt@indusinvest.com) / [cs.anamika@indusinvest.com](mailto: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 25<sup>th</sup> AGM of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this Meeting and the Annual Report will also be available on Company's website [www.shyamtelecom.com](http://www.shyamtelecom.com) for their download.
10. **Securities and Exchange Board of India (SEBI) has issued SEBI (Listing Obligations and Disclosure Requirements) Fourth Amendment Regulations, 2018 and amended the provision relating to transfer of Securities of Listed Company. The amendment mandates that a request for transfer of securities shall not be processed unless the Securities are held by the Shareholders in Dematerialized form with the Depository. Further Share in Demat form will increase ease & convenience in the transfer of Securities. The aforesaid amendment is effective from 180 days from the date of SEBI Circular dated 08<sup>th</sup> June, 2018, effective from 05<sup>th</sup> December, 2018. Accordingly, you are requested to get your Shares dematerialized on priority basis.**
11. **Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP 1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018, in which SEBI has directed all Listed Companies to update PAN and BANK details of all Shareholders holding Shares in Physical forms through their Registrar and Transfer Agent (RTA). Your Company through RTA had already dispatched the Letter seeking the PAN and BANK details of all Shareholders having Physical Shares and now is again requesting the shareholders having shares in physical form to update the PAN and Bank Details with the RTA.**
12. As a measure of economy, copies of Annual Reports will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the Meeting.
13. Members desirous of asking any questions at the AGM are requested to send in their questions so as to reach the Company's Corporate Office Address at least 7 (Seven) days before the date of ensuing AGM so that the same can be suitably replied to.
14. 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.
15. 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.
16. The Members 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 deceased Member(s).

17. Members holding shares in physical form who have not registered their e-mail address 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.
18. 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.
19. Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), with respect to Directors seeking re-appointment/appointment at the AGM is given in the Annexure to the Notice in addition to the separate Section in the Corporate Governance Report.
20. Members desirous of getting information from the Company are required to send their queries to the Company at its Corporate 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.
21. 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.
22. 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 31<sup>st</sup> March 2019.
23. Members may also note that the Notice of the Twenty Fifth AGM and the Annual Report for 2017-18 will also be available on the Company's website [www.shyamtelecom.com](http://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 AGM. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's investor email id: [investors@shyamtelecom.com](mailto:investors@shyamtelecom.com)
24. 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 25<sup>th</sup> AGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL)
25. **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](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 ImageVerification 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	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat as well as Physical Shares)</p> <ul style="list-style-type: none"> <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 SU00000001 in the PAN field.</li> </ul>
Date of Birth or Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If the details are not recorded with the depository or Company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, Members holding shares in Demat form will now reach '**Password Creation**' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (x) Click on EVSN of "SHYAMTELECOM 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 Corporates.
  - 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.

**Points to be Remember:**

- A. Once the vote on a Resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.
  - B. Those Members who have not cast their votes by remote e-voting, can cast their vote at the General Meeting by any facility for voting available at the General Meeting.
  - C. The voting period begins on 20<sup>th</sup> September, 2018 (10.00 AM) and ends on 23<sup>rd</sup> September, 2018 (05.00 PM). During this period Members of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17<sup>th</sup> September, 2018, 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](http://www.evotingindia.co.in) under help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - E. The members can opt for only one mode of voting, i.e. either physically by attending AGM or e-voting. If any member opts for e-voting, he/she will not be eligible to vote physically in AGM.
26. 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](http://www.shyamtelecom.com) and also on the website of CDSL viz. [www.cdslindia.com](http://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 25<sup>th</sup> Annual General Meeting:

### **Item no.3**

To finance the Working Capital requirements and the Capital Expenditure programme, the Company would be required to raise Funds through Borrowings and it may be required to have the Borrowings secured by way of Mortgage and / or Charge on the immovable and movable properties of the Company both present and future.

Section 180 (1) (a) of the Companies Act, 2013 provides inter alia, that the Board of Directors of a Company shall not without the consent of the Company in General Meeting sell, lease otherwise dispose off the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings.

Since the mortgaging by the Company of its immovable and movable properties as aforesaid in favour of Financial Institutions/ Banks may be regarded as disposal of the Company's properties / undertakings, it is necessary for the Members to pass a Resolution under **Section 180(1)(a)** of the Companies Act, 2013 for creation of the Mortgage/ Charge.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the aforesaid Resolution.

The Board recommends the Resolution set out in Item No. 3 for the approval of Members as **Special Resolution**.

### **Item no.4**

In pursuance of **Section 180 (1) (c)** of the Companies Act, 2013 approval of the members is required to borrow money in excess of the Company's Paid-up Share Capital, its Free Reserves and Securities Premium.

None of the Directors, Key Managerial Personnel (KMP) or their Relatives 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**

In order to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making Investment in other Bodies Corporate or granting Loans, giving Guarantee or providing Security to other persons or other Body Corporate or as and when required.

Pursuant to the provisions of **Section 186(3)** of the Companies Act, 2013 and Rules made thereunder, the Company needs to obtain prior approval of Members by way of Special Resolution passed at the General Meeting in case the amount of Investment, Loan, Guarantee or Security proposed to be made is more than the higher of Sixty percent of the Paid up Share Capital, Free Reserves and Securities Premium account or One Hundred percent of Free Reserves and Securities Premium account, whichever is more. Accordingly, the Board of Directors of the Company proposes to obtain approval of Members by way of Special Resolution as contained in the Notice of the AGM for an amount not exceeding Rs. 50 Crores (Fifty Crores only) notwithstanding that such Investments, outstanding Loans given or to be given and Guarantees and Security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

None of the Directors, KMP or their Relatives 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. 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 29<sup>th</sup> May, 2018 approved the Related Party Transactions for sale, purchase of goods and to provide / avail services to / from Think of Technologies Private Limited, Think of Us India Private Limited and Vihaan Networks Limited, related parties, subject to a maximum aggregate transaction upto the limits as defined in the table below in any Financial Year. Under the provisions of Sections 188 of the Companies Act, 2013 read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Companies (Meetings of Board and its Powers) Rules, 2014, a transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a Financial Year, exceeds ten percent of the annual consolidated turnover of the Company as per the last Audited Financial Statements of the Company.

These provisions further provide that all Materially Related Party Transactions shall require approval of the Members through Special Resolution. Since the transactions with Think of Technologies Private Limited, Think of Us India Private Limited and Vihaan Networks Limited are estimated to be around the amount as defined in the table below in any Financial Year, which exceeds the ten percent of the annual consolidated turnover of the Company as per the audited Financial Statement as on 31<sup>st</sup> March, 2018, the transactions are required to be approved by the Members as Ordinary Resolution. The said transactions are in the ordinary course of business of the Company and wherever required are on a cost plus appropriate mark-up in adherence with the arms-length principle.

S. No.	Name of Related Party	Maximum Amount
1	Think of Technologies Private Limited	50 Crores
2	Think of Us India Private Limited	50 Crores
3	Vihaan Networks Limited	6 Crores

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 Technologies Private Limited as well as Think of Us India Private Limited and Mr. Rajiv Mehrotra, who may be deemed to be interested in the Resolution by virtue of being on Board of Directors of Vihaan Networks Limited

The Board recommends the Resolution set out in Item No. 6 for the approval of Members as **Ordinary Resolution**

#### Item No.7

As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bonafide charitable and other funds any amount the aggregate of which, in any Financial Year shall not exceed 5% of its average net profits, as determined in accordance with the provisions of Section 198 of Companies Act, 2013 for the three immediately preceding Financial Years.

As required under Section 181 of Companies Act 2013 donation of Rs. 50 lakhs (Rupees Fifty lakhs only) requires the sanction/approval of Members in General Meeting.

None of the Directors, KMP or their relatives are concerned or interested in the Resolution except to the extent that he or she is a Director/KMP or holds less than 2% shares of the Company either directly or indirectly.

The Board recommends the Resolution set out in Item No. 7 for the approval of Members as **Ordinary Resolution**.

#### **ANNEXURE TO ITEM NO. 2 OF THIS NOTICE**

Details of Director seeking re-appointment at the forthcoming AGM (in pursuance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings)

<b>NAME OF THE DIRECTOR – MR. ARUN KUMAR KHANNA</b>	
<b><u>BASIC DETAILS</u></b>	
Director Identification Number (DIN)	00041724
Date of Birth	10 <sup>th</sup> May, 1951
Nationality	INDIAN
Date of first appointment on the Board of Directors of the Company	29 <sup>th</sup> May, 1998
Qualification	B. Com, LL. B
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL
<b>LIST OF DIRECTORSHIPS HELD IN OTHER COMPANIES (EXCLUDING FOREIGN, PRIVATE AND SECTION 8 COMPANIES)</b>	
- AK Skill Developers Limited	
<b>BRIEF RESUME AND AREA OF EXPERTISE</b>	
Mr. Arun Kumar Khanna, Non-Executive Director, was inducted on the Board in 1998 as Director. He is associated with various reputed institutions like Confederation of India Industries, Indian Institute of Bankers, Indian Institute of Material Management, and Electronics and Computer Software Export Promotion Council. He had been the President of Telecom Manufacturers Association (TEMA). He is responsible for overall operations of the Company including Project Implementation, Cash Flow Management, liaison with DoT, Defense, Railways, Government Departments and various Public and Private Sector Organizations. He actively participates in the activities of various Associations, Institutions, Banks, and Councils of which he is a Member.	



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## Form No. MGT II 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:** Shyam 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) of .....shares of Shyam Telecom Limited, hereby appoint :

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

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the Company, to be held on September 24<sup>th</sup>, 2018 at 11.00 AM 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
<b>Ordinary Business</b>			
1.	Consideration and adoption of the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018		
2.	Re-appointment of Mr. Arun Kumar Khanna Director retiring by rotation		
<b>Special Business</b>			
3.	Approval of Powers to the Board under Section 180 (1) (a) of the Companies Act, 2013		
4.	Approval of Borrowing Powers to the Board under Section 180 (1) (c) of the Companies Act, 2013		
5.	Approval of limits of Loan / Guarantee / Investment by the Company Section 186 of the Companies Act, 2013.		
6.	Approval of Related Party Transactions with Think of Technologies Private Limited, Think of Us India Private Limited and Vihaan Networks Limited		
7.	Authorization for making donation to Bonafide Charitable and other Funds.		

\*Signed this..... day of.....2018.

Affix  
Revenue  
Stamps

Signature of Member	
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#### NOTES:

1. 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.
2. A Proxy need not be a Member of the Company.
3. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
4. \*\*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.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated
6. 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
7. Undated proxy form will not be considered valid.
8. 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

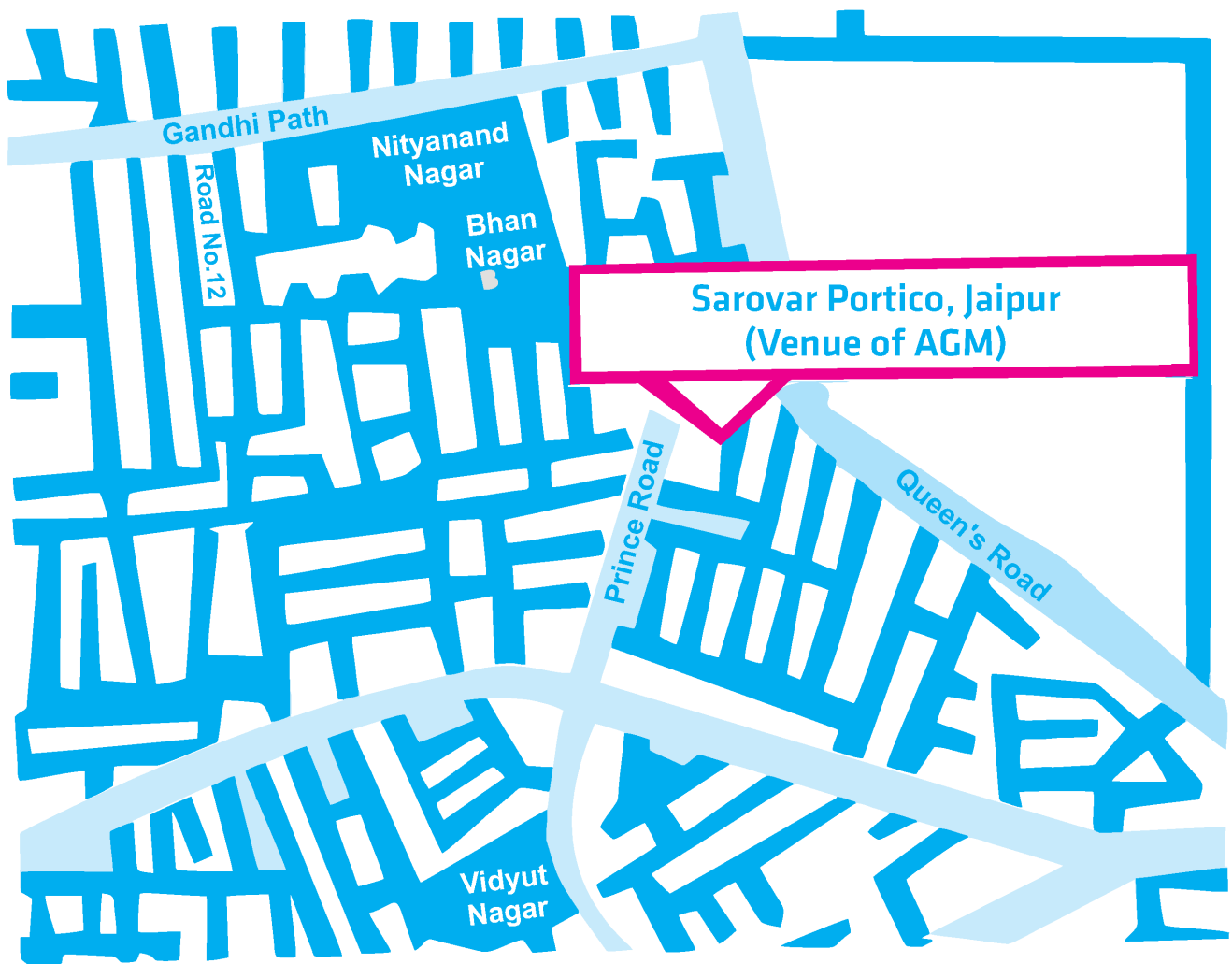
# Applicable for members holding shares in dematerialized form.

I/We.....R/o .....hereby record my/our presence at the 25<sup>th</sup> Annual General Meeting of the Company held on September 24<sup>th</sup>, 2018 at 11:00 AM at Hotel Sarovar Portico, Plot no. 90, Prince Road, Queens Road, Vaishali Nagar, Jaipur – 302021, Rajasthan.

Signature of Member / Proxy

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## ROUTE MAP OF THE VENUE OF ANNUAL GENERAL MEETING



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