

Corporate Office :

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

New Delhi-110 028 INDIA

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

E-mail : investors@shyamtelecom.com

Website : www.shyamtelecom.com

SHYAM
TELECOM LTD

02nd September, 2022

The Manager,
Department of Corporate Services
Bombay Stock Exchange Limited ("BSE")
PhirozeJeejeebhoy 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

Subject: Submission of Notice of 29th Annual General Meeting of Shyam Telecom Limited in compliance with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Respected Sir,



With reference to the above captioned subject, please find attached herewith Notice of 29th Annual General Meeting ("AGM") of Shyam telecom Limited ("Company") scheduled to be held on Tuesday, 27th September, 2022 at 2:00 P.M. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') facility to transact the businesses set out in the Notice of AGM in compliance of MCA Circular No. 02/2022 dated May 05, 2022 read with the circular No. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; and 19/2021 dated December 08, 2021 and SEBI Circular dated May 12, 2020 and May 13, 2022.

Further, the Notice of 29th AGM has also been made available on the Company's website at www.shyamtelecom.com.

This is for your information and records.

Thanking you,

For Shyam Telecom Limited



Kirti Kesarwani
Company Secretary

SHYAM TELECOM LIMITED

CIN: L32202RJ1992PLC017750

Regd. Office: Shyam House, Plot No. 3, Amrapali Circle,

Vaishali Nagar, Jaipur – 302021, Rajasthan, India

Ph. – 91-141-5100343, FAX – 91-141-5100310

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

NOTICE OF THE TWENTY NINTH ANNUAL GENERAL MEETING (“AGM”)

TIME – 02:00 PM

DAY & DATE – Tuesday, 27th September, 2022

To
The Members,

Notice is hereby given that the Twenty Ninth Annual General Meeting (“AGM”) of the Members of Shyam Telecom Limited will be held on **Tuesday, 27th September, 2022** at 02:00 PM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business.

ORDINARY BUSINESS

- To consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Directors and Auditors thereon and in this regard to pass the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT the Annual Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Directors and Auditors thereon be and is hereby received, considered, approved and adopted.”

- To re-appoint the retiring Director, Mr. Arun Kumar Khanna, (DIN-00041724), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to pass the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Arun Kumar Khanna, (DIN –00041724), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, as a Director liable to retire by rotation.”

- To re-appoint the retiring Director, Mr. Alok Tandon, (DIN NO. 00027563) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to pass the following Resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Alok Tandon, (DIN : 00027563), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, as a Director liable to retire by rotation.”

4. To Appoint Statutory Auditors of the Company

To authorize the Board to appoint M/s Padam Dinesh & Co., as the Statutory Auditors of the Company and in this regard, to consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory amendments or re-enactments thereof for the time being in force and subject to the recommendation of the Audit Committee and subject to the approval of Shareholders, M/s. Padam Dinesh & Co., Chartered Accountants, having Registration No. 0090613N be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company to be held in the financial year 2027 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 audit of the accounts of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized to intimate the same to all the Concerned authorities and to file the e-Form ADT-1 with the concerned Registrar of Companies and do all such act, deeds and things as may be considered necessary in connection with the abovesaid resolution.”

SPECIAL BUSINESS

5. TO APPROVE THE POWER OF THE BOARD UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013

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

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

RESOLVED FURTHER THAT any of the Director or Company Secretary 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 THE BORROWING POWERS TO THE BOARD UNDER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as **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 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, free reserves and securities premium, provided that the total amount so borrowed by the Company shall not exceed **Rs. 500 Crores (Rupees Five Hundred Crores only)**.”

RESOLVED FURTHER THAT any of the Director or Company Secretary 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 AUTHORIZE FOR MAKING DONATION TO BONAFIDE CHARITABLE AND OTHER FUNDS

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

“**RESOLVED THAT** pursuant to the provisions of Section 181 of the Companies Act, 2013, Board of Directors of the Company be and are hereby authorized to contribute and/or donate, from time to time, to any Bonafide Charitable and other Funds, amounts not exceeding in aggregate to all such funds taken together up to a sum of **Rs. 1 Crore (Rupees One Crore only)** during any Financial Year of the Company.

RESOLVED FURTHER THAT any of the Director or Company Secretary 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 THE LIMITS OF LOAN / GUARANTEE / INVESTMENT BY THE COMPANY AS PER SECTION 186(3) 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 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. 100 Crores (Rupees One 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 any of the Director or Company Secretary 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 THE TRANSACTIONS WITH VIHAAN NETWORKS LIMITED, THINK OF US INDIA PRIVATE LIMITED, THINK OF TECHNOLOGIES PRIVATE LIMITED, INTERCITY CABLE SYSTEMS PRIVATE LIMITED & SHYAM COMMUNICATION SYSTEMS

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 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, Think of US India Private Limited, Think of Technologies Private Limited, Intercity Cable Systems Private Limited & Shyam Communication Systems, related parties, subject to a maximum aggregate transactions as defined in the table below in any Financial Year with the said related parties, provided that the said transactions, contract and arrangement so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

S. No.	NAME OF THE RELATED PARTIES	LIMITS (IN LACS)	
		SALE	PURCHASE
	In the Financial Year 2020-21		
1	Vihaan Networks Limited	50.00	50.00
2	Think of Us India Private Limited	500.00	500.00
3	Think of Technologies Private Limited	500.00	500.00

Details of Proposed Related Party Transactions in case of Rent to be paid:

S. No.	NAME OF THE PARTIES	LIMITS (IN LAKHS)
1	Intercity Cables System Private Ltd.	12.00
2	Shyam Communication Systems	12.00

RESOLVED FURTHER THAT any of the Director or Company Secretary 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/-
Ajay Khanna
Managing Director
DIN:00027549**

**Place – New Delhi
Date – 9th August, 2022**

NOTES: -

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), in respect each of the Businesses mentioned under Item Nos. 5, 6, 7, 8 & 9 above, to be transacted at the 29th Annual General Meeting, is annexed hereto.
2. In respect of Item No. 2 & 3 a statement giving additional information on the Directors appointment/reappointment is annexed hereto as Annexure-I as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2 on General Meetings.
3. Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 5th May, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the SEBI Circulars numbered SEBI/H0/CFD/CMD1/CIR/P/2020/79 and SEBI/H0/CFD/CMD2/CIR/P/2022/62 dated 12th May, 2020 and 13th May, 2022 (hereinafter collectively referred to as "SEBI Circulars") the facility of attending the AGM physically is not being made available by the Company as the Annual General Meeting (AGM) is being held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
4. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with, accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not Annexed hereto. However, the Bodies Corporates are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM along with Annual Report for the financial year 2021-22 has been uploaded on the website of the Company at <https://shyamtelecom.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. Members are requested to send all communication relating to shares, to the Company's Registrar & Share Transfer Agent - Indus Portfolio Pvt. Ltd. ('Indus' or 'RTA'), G-65, Bali Nagar, New Delhi-110015. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).
7. SEBI has mandated the submission of the Permanent Account Number (PAN), proof of identity, proof of address and bank account details by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the said documents to their Depository Participant(s). Members holding shares in physical form shall submit the documents to Indus.
8. SEBI vide its Circular dated 3rd November, 2021, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC to the RTA of the Company in respect of all concerned Folios and the Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after 1st April 01, 2023, shall be frozen by the RTA. SEBI has introduced Form ISR - 1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.

In terms of the aforesaid SEBI Circular, effective from 1st January, 2022, any service requests or complaints received from the member, are not to be processed by the RTA till the aforesaid details/ documents are provided by the members to RTA.

Members may also note that SEBI vide its Circular dated 25th January, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.

Relevant details and forms prescribed by SEBI in this regard including the mode of dispatch are available on the website of the Company at <https://shyamtelecom.com/>, for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars in a timely manner.

Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

9. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13, which is available on the website of the Company at <http://www.shyamtelecom.com/investor-relations/>. Further, SEBI vide its Circular dated November 03, 2021, has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.

10. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act will be available during the meeting for inspection through the VC facility of NSDL, to the Members attending the AGM.
12. **Cut-off Date** : The Company has fixed Tuesday, 20th September, 2022, as the “Cut-Off Date” for remote e-voting. The remote e-voting / voting rights of the shareholders/beneficial owners shall be reckoned on the basis of equity shares held by them as at close of business hours on the Cut Off Date i.e. Tuesday, 20th September, 2022, only. A person who is not a member as on the Cut-Off Date should treat this Notice for information purposes only.
13. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
16. The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.
17. Pursuant to Regulation 40 of the SEBI Listing Regulations, transfer of securities cannot be processed unless the securities are held in dematerialized form with a depository except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as henceforth it will not be possible to transfer shares held in physical mode.

“Annexure-I”

Profile of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting
*(In pursuance of Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
 read with Secretarial Standard – 2 on General Meetings)*

Name of Director	Mr. Arun Kumar Khanna	Mr. Alok Tandon
DIN	00041724	00027563
Age	10 th May, 1951	5 th March, 1961
Qualification	B. Com LLB	Chartered Accountant
Experience (including expertise in specific functional area) / Brief resume	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 & 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	Mr. Alok Tandon is a qualified Chartered Accountant and a successful entrepreneur, having started his career with a leading consumer Company and thereafter turned entrepreneur in Telecom and other sectors. He is credited with successful buildup of Shyam Telecom, a large Telecom Operator in India; created significant Shareholder value through partial divestments and strategic tie-ups. Mr. Alok Tandon has deep expertise of building businesses and making and managing long term Investments. He was also responsible in acquiring few Companies in the Fertilizer Sector, Power Sector and also in the Real Estate Sector, etc. He is actively involved in promoting various Business of Shyam Group Viz, Telelink and Essel Shyam. He successfully did an IPO of Shyam Telecom in 1994 which got an Overwhelming response and over Subscribed by 25 times.
the Board Terms and conditions of re-appointment	On existing terms & conditions	On existing terms & conditions
Memberships/Chairmanships of committees of other Listed Companies, along with listed entities from which the person has resigned in the past three years (including in Shyam Telecom Limited)	None	None
Shareholding in the Company as on 31 st March, 2022	490 Equity Shares	Nil
Disclosure of relationships between directors inter-se	Mr. Arun Kumar Khanna, Director Mr. Ajay Khanna, Managing Director are Bothers	None

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 29th Annual General Meeting:

ITEM NO. 5

To finance the Working Capital requirements and the Capital Expenditure programme, the Company would be required to raise Funds through Borrowings and it may be required to have the Borrowings secured by way of Mortgage and / or Charge on the immovable and movable properties of the Company both present and future. Section 180(1)(a) of the Companies Act, 2013 provides inter alia, that the Board of Directors of a Company shall not without the consent of the Company in General Meeting sell, lease otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings. Since the mortgaging by the Company of its immovable and movable properties as aforesaid in favour of Financial Institutions/ Banks may be regarded as disposal of the Company's properties/ undertakings, it is necessary for the Members to pass a Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of the Mortgage/ Charge.

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

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

ITEM NO. 6

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

None of the Directors, Key Managerial Personnel (KMP) or their Relatives is concerned or interested in the Resolution except to the extent that he or she is a Director/KMP or holds less than 2% Shares of the Company either directly or indirectly.

The Board recommends the Resolution set out in Item No. 6 for the approval of Members as **Special 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. 1 Crore (Rupees One Crore 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**.

ITEM NO. 8

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. 100 Crores (One Hundred Crores only) notwithstanding that such Investments, outstanding Loans given or to be given and Guarantees and Security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

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

The Board recommends the Resolution set out in Item No. 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 26th May, 2022 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, Intercity Cables System Private Ltd. & Shyam Communication Systems, related parties, subject to a maximum aggregate transaction up to the limits as defined in the table below in any Financial Year.

The Securities and Exchange Board of India ("SEBI"), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The aforesaid amendments inter-alia included replacing of current threshold i.e. 10% (ten percent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders' approval with the threshold of lower of ₹1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Accordingly, the threshold for determination of material Related Party Transactions under Regulation 23(1) of the SEBI Listing Regulations has been reduced with effect from April 1, 2022.

Since the transactions with Think of Technologies Private Limited, Think of Us India Private Limited, Vihaan Networks Limited, Intercity Cables System Private Ltd., Shyam Communication Systems are estimated to be around the amount as defined in the below Table 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, 2022, 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. Audit Committee grant an omnibus approval for the transactions.

S. No.	Name of Related Party	Maximum Amount
1.	Think of Technologies Private Limited	500 Lacs
2 .	Think of US India Private Limited	500 Lacs
3.	Vihaan Networks Limited	50 Lacs
4.	Intercity Cables System Private Ltd.	12 Lacs
5.	Shyam Communication Systems	12 Lacs

None of the Directors, KMP or their relatives are concerned or interested in the Resolution except Mr. Arun Kumar Khanna, who may be deemed to be interested in the Resolution by virtue of being relative of Director of Think of Technologies Private Limited as well as Think of US India Private Limited and Mr. Rajiv Mehrotra, who may be deemed to be interested in the Resolution by virtue of being on Board of Directors of Vihaan Networks Limited

The Board recommends the Resolution set out in Item No. 9 for the approval of Members as **Ordinary Resolution**.

INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING

The remote e-voting period begins on Saturday, 24th September, 2022 at 10:00 A.M. and ends on Monday, 26th September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CLSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is :
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID for example if your DP ID is In300 *** and Client ID is 12*****then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID for example if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form	EVEN number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

6. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
 - a). If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to soniyacs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case, shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shyamtelecom.cs@gmail.com.
2. In case, shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shyamtelecom.cs@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at shyamtelecom.cs@gmail.com. The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to soniyacs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shyamtelecom.cs@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shyamtelecom.cs@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
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1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
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5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at shyamtelecom.cs@gmail.com. The same will be replied by the company suitably.