

SHYAM TELECOM LIMITED

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Jaipur 302021, Rajasthan, India

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CIN: L32202RJ1992PLC017750

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NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING

TIME: 11.30 A.M.

DAY & DATE: TUESDAY, 29TH SEPTEMBER, 2015

**VENUE: HOTEL HILTON, PLOT NO. 42, GEEJGARH HOUSE, HAWA SADAK ROAD,
JAIPUR-302006 (RAJASTHAN)**

To
The Members,

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of **SHYAMTELECOM LIMITED** will be held at **HOTEL HILTON, PLOT NO. 42, GEEJGARH HOUSE, HAWA SADAK ROAD, JAIPUR-302006 (RAJASTHAN)** on Tuesday, 29th September, 2015, at 11:30 A.M. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31st 2015 and Profit and Loss Account for the period ended on that date together with the Board of Directors' and Auditors' Report thereon and also the Audited Consolidated Balance Sheet as at 31st March, 2015 and Profit & Loss Account for the year ended on that date together with report of Auditors thereon.
2. To appoint a Director in place of Mr. Arun Khanna, (DIN NO.00041724) who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 made thereunder and pursuant to the recommendation of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the AGM held on 29 September, 2014, the appointment of M/s Mehra Goel & Co., Chartered Accountants (FRN : 000517N), as the Auditors of the Company to hold office till the conclusion of the Annual General Meeting in the calendar year 2017 be and is hereby approved and ratified and the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS

4. TO APPROVE THE REMUNERATION OF COST AUDITOR FOR FINANCIAL YEAR 2015-16

To approve the remuneration of the Cost Auditor for the Financial Year ending 31st March, 2016 and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution, as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s K G Goel & Associate, Cost Accountants (Registration No. 000024) appointed as Cost Auditor by the Board of Directors to conduct the Audit of the Cost records of the company for the financial year ending 31st March, 2016 at the remuneration of Rs. 40,000/- per annum to be paid to Cost Auditors be is hereby ratified and approved.

RESOLVED FURTHER THAT any of the Directors of the company be and is hereby authorized to do all act, and take all such steps as may be necessary papers or expedient to give effect to this resolution.”

5. TO APPROVE THE BORROWING POWERS TO THE BOARD UNDER SECTION 180 (1) (c)

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

“RESOLVED THAT in supersession of the earlier resolutions and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any, the consent of the members be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of monies for and on behalf of the Company from time to time, which together with the money already borrowed by the company, (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of its paid-up Capital and free reserves, provided that the total amount so borrowed by the Company shall not exceed Rs.200 Crore (Rupees Two Hundred Crores Only) or the aggregate of paid up share capital and free reserves of the Company whichever is higher.

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

6. TO APPROVE TRANSACTIONS WITH SISTEMA SHYAM TELESERVICES LTD.

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

“RESOLVED THAT the consent of the Members of the Company be and is hereby accorded pursuant to the 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 Listing Agreement entered into with the Stock Exchanges, 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 Sistema Shyam Teleservices Limited, a related party, subject to a maximum aggregate transactions of Rs. 200 Crores in any financial year with the said related party.

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

7. **TO APPROVE TRANSACTIONS WITH VIHAAN NETWORKS LTD.**

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

“**RESOLVED THAT** the consent of the Members of the Company be and is hereby accorded pursuant to the 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 Listing Agreement entered into with the Stock Exchanges, 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 Vihaan Networks Limited, a related party, subject to a maximum aggregate transactions of Rs. 50 Crores in any financial year with the said related party.

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

8. **TO APPROVE TRANSACTIONS WITH THINK OF US PRIVATE LIMITED**

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

“**RESOLVED THAT** the consent of the Members of the Company be and is hereby accorded pursuant to the 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 Listing Agreement entered into with the Stock Exchanges, 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 Think of us Private Limited, a related party, subject to a maximum aggregate transactions of Rs. 50 Crores in any financial year with the said related party.

RESOLVED FURTHER THAT any Director 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 AUTHORISE FOR MAKING DONATION TO BONA FIDE 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 bona fide charitable and other funds, amounts not exceeding in aggregate to all such funds taken together up to a sum of Rs. 50 lacs (Rupees Fifty lacs only) during any financial year of the Company.

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

By Order of the Board of Directors
For Shyam Telecom Limited

Sd/-

Ajay Khanna

Managing Director

DIN:00027549

Place : New Delhi

Dated: 12th August, 2015

NOTES: -

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses as set out in item nos. 4 to 9 is annexure herewith.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.
3. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The enclosed proxy form, duly completed, stamped and signed, must reach at the Registered Office not later than 48 hours before the scheduled time of the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The Register of Members and the Share Transfer Books of the Company will be closed from 25th day of September, 2015 to 29th day of September, 2015 (both days inclusive).
7. All documents referred to in the notice are open for inspection by the members at the registered office of the Company during business hours on all working days up to the date of Annual General Meeting.

8. The Members are requested to: -
 - a. Intimate changes, if any, in their address to the Company or to the Registrar and Share Transfer Agent (RTA) of the Company.
 - b. Quote Folio number in all their correspondence with the Company.
 - c. Bring their copies of Annual Report including attendance slip at the venue for the AGM.
9. Members holding shares in physical form are requested to lodge share transfer, transmission quoting their folio number(s) to Company's RTA.
10. Members desirous of getting information from the Company are required to send their queries to the Company at its registered office well in advance so that the same may reach at least 10 days before the date of the meeting to enable the management to keep the required information readily available at the meeting.
11. As permitted by Ministry of Corporate Affairs, we invite our members to participate in the Green Initiative by registering their email ids with the Company to enable it to send the documents such as Annual Report, Notices of General Meetings etc. by e-mail.
12. As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.
13. 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.
14. Indus Portfolio Pvt. Ltd. is the Registrar and Share Transfer Agent (RTA) of the Company. All investor relation communication may be sent to RTA's at the following address:

Indus Portfolio Pvt. Ltd.
G-65, Bali Nagar
New Delhi-110015, India
E-mail: rnt@indusinvest.com/bharat.b@indusinvest.com
Ph: 91-11-47671200, 47671214
Fax: 91-11-25449863
15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form SH-13 & SH-14 to the RTA.
16. The Companies Act, 2013 and the Listing Agreement with the Stock Exchanges permits Companies to send soft copies of the annual report to all those shareholders who have registered their e-mail addresses with the Company/depository participants. To support this green initiative, the shareholders holding shares in physical/ demat form are requested to register/update their e-mail addresses with the Company/depository participants. Accordingly, the Annual Report for 2014-15, Notice for Annual General Meeting etc, are being sent in electronic mode to shareholders

who have registered their e-mail addresses with the Company/depository participants. For those shareholders who have not opted for the above, the same are being sent in physical form.

17. Electronic copy of the Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. Members who have not registered their email address will receive the physical copies of the Notice of the 22nd Annual General Meeting of the Company in the permitted mode.
18. 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 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL):
19. The unclaimed/unpaid dividend for the year ended 31.03.2001 has 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.
20. A brief resume of Director proposed to be re-appointed with nature of their expertise, names of Companies in which they hold Directorship and Membership/Chairmanship of Board Committee, shareholder etc. as stipulated in clause 49 of the Listing Agreement is given in the Annexure to the Notice in addition to a separate section in the Corporate Governance.
21. The Shares of the Company are at present listed on Bombay Stock Exchange and National Stock Exchange. Listing Fees to all the Stock Exchanges had been paid up to 31st March 2015.
22. Members may also note that the Notice of the Twenty Second Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.shyamtelecom.com. The physical copies of the aforesaid documents will also be available at the Registered Office for inspection between 11.00 AM to 1.00 PM on any working day up to the date of the Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investors@shyamtelecom.com
23. **Voting through electronic means**
The instructions for e-voting are as under:
 - A. In case a Member receives an email from CDSL [for members whose email ids are registered with the Company/Depository Participants(s)]:
 - (i) Launch internet browser by typing the following website: www.evotingindia.com
 - (ii) Click on Shareholder – Login
 - (iii) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - vi) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)* (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 Address Slip. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Suresh Kumar with sequence number 1 then enter SU00000001 in the PAN field.
DOB	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.
Dividend Bank Details	If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

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

- x) Click on EVSN of “SHYAM TELECOM LIMITED”
- xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO “for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image Verification code and click on “FORGOT PASSWORD” & enter the details as prompted by the system.
- xvii) Note for non-individual shareholders & custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

Points to 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 shareholders who have not cast their votes by remote e-voting, can cast their vote at the general meeting by any facility for voting available at the general meeting.

- (C) The voting period begins on 25th September, 2015 (10:00 AM) and ends on 28th September, 2015 (5:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 - (E) The shareholders can opt for only one mode of voting, i.e. either physically by attending AGM or e-voting. If any shareholders opt for e-voting, he/she will not be eligible to vote physically in AGM.
24. Mr. A N Kukreja, Practicing Company Secretary (CP No. 2318) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Results of e-voting shall be declared on or after the AGM of the Company and the Results declared with Scrutinizer Report shall be placed on the Website of the Company i.e. viz. www.shyamtelecom.com and also on the website of CDSL viz. www.cdslindia.com immediately of passing of the Resolution.

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 22nd Annual General Meeting:

Item no.4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item no. 5

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

None of the Directors, KMP or their relatives are concerned or interested in the resolution except to the extent that he or she is a Director/KMP.

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 30th May, 2015 approved the Related Party Transactions for sale, purchase of goods and to provide / avail services to / from Sistema Shyam Teleservices Limited, a related party, subject to a maximum aggregate transactions of Rs. 200 Crores in any financial year. Under the provisions of revised Clause 49 (VII) (as amended) of the Listing Agreement entered into with the Stock Exchanges, 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. The clause further provides that all Material Related Party Transactions shall require approval of the shareholders through Special Resolution. Since the transactions with Sistema Shyam Teleservices Limited as are estimated to be around Rs. 200 crores in any financial year, which exceeds the ten percent of the annual consolidated turnover of the company as per the audited financial statement as on 31st March, 2015, the transactions are required to be approved by the shareholders as Special Resolution. The said transactions are in the ordinary course of business of the Company and wherever required are on a cost plus appropriate mark-up in adherence with the arms length principle.

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

The Audit Committee Members and the Board of Directors of the Company in their respective meetings held on 30th May, 2015 approved the related party transactions for sale, purchase of goods and to provide / avail services to / from Vihaan Networks Limited, a related party, subject to a maximum aggregate transactions of Rs. 50 Crores in any financial year. Under

the provisions of revised Clause 49 (VII) (as amended) of the Listing Agreement entered into with the stock Exchanges, 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. The clause further provides that all Material Related Party Transactions shall require approval of the shareholders through Special Resolution. Since the transactions with Vihaan Networks Limited as are estimated to be around Rs. 50 crores in any financial year, which exceeds the ten percent of the annual consolidated turnover of the company as per the audited financial statement as on 31st March, 2015, the transactions are required to be approved by the shareholders as Special Resolution. The said transactions are in the ordinary course of business of the Company and wherever required are on a cost plus appropriate mark-up in adherence with the arms length principle.

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

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

Item No. 8

The Audit Committee Members and the Board of Directors of the Company in their respective meetings held on 30th May, 2015 approved the related party transactions for sale, purchase of goods and to provide / avail services to / from Think of us Private Limited, a related party, subject to maximum aggregate transactions of Rs. 50 Crores in any financial year. Under the provisions of revised Clause 49 (VII) (as amended) of the Listing Agreement entered into with the stock Exchanges, 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. The clause further provides that all Material Related Party Transactions shall require approval of the shareholders through Special Resolution. Since the transactions with Think of us Private Limited as are estimated to be around Rs. 50 crores in any financial year, which exceeds the ten percent of the annual consolidated turnover of the company as per the audited financial statement as on 31st March, 2015, the transactions are required to be approved by the shareholders as Special Resolution. The said transactions are in the ordinary course of business of the Company and wherever required are on a cost plus appropriate mark-up in adherence with the arms length principle.

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

As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bona fide 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 lacs (Rupees Fifty lacs only) requires the sanction/approval of shareholders in general meeting.

The Directors recommends the resolution for member's approval as an **Ordinary Resolution**.

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.

ANNEXURE FOR THE RE-APPOINTMENT

Details of Director seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Arun Khanna
Director Identification Number (DIN)	00041724
Date of Birth	10 th May, 1951
Nationality	Indian
Date of Appointment on Board	29 th May, 1998
Qualification	B.Com, LL.B
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Two (RMS Automation Systems Limited), AK Skill Developers Limited
Memberships / Chairmanships of Audit and (excluding foreign, private and Section 8 Companies)	RMS Automation Systems Limited Two (Audit Committee and Stakeholders' Relationship Committees)
Stakeholders' Relationship Committees across Public Companies	

By Order of the Board of Directors
For Shyam Telecom Limited

Place : New Delhi
Dated: 12th August, 2015

Sd/-
Ajay Khanna
Managing Director
DIN:00027549