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

August 31, 2026

To,

The Manager,
Department of Corporate Services
Bombay Stock Exchange Limited **("BSE")**
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001, India
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, India
Security Symbol: SHYAMTEL
Through NEAPS

Subject: Submission of Notice of 33rd Annual General Meeting and Annual Report for Financial Year 2025-26

Respected Sir/Madam,

This is to inform you that the 33rd Annual General Meeting ("AGM") of **Shyam Telecom Limited** ("the Company") is scheduled to be held on Friday, 25th September, 2026, at 01:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Pursuant to Regulations 30 and 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the Annual Report of the Company for the financial year 2025-26 together with the Notice of the 33rd AGM of the Company.

The Notice convening the 33rd AGM and Annual Report 2025-26, are being sent to the members by email whose email addresses are registered with the Company / Company's Registrar and Share Transfer Agent ("RTA") / Depository participant(s) ("DPs") in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

In addition, pursuant to Regulation 36(1)(b) of the Listing Regulations, the Company is being sending a physical letter to the Members whose email addresses are not registered with Company / RTA / DPs, stating the exact Weblink and the exact path where the Annual Report of the Company for the financial year 2025-26 along with the Notice of 33rd AGM is uploaded on the website of the Company i.e. at *https://shyamtelecom.com/wp-content/uploads/2026/08/Shyam_Telecom_Annual_Report_2025-26.pdf*
.

This is for your information and necessary records.

Thanking you,

Yours faithfully,
For Shyam Telecom Limited

KAMINI
Digitally signed by KAMINI
Date: 2026.08.31 20:46:16
+05'30'

Kamini
Company Secretary

Enclosure as above

SHYAM TELECOM LIMITED
CIN: L32202RJ1992PLC017750
Email Id: ***investors@shyamtelecom.com***, **Website*:*** ***www.shyamtelecom.com***
Ph. – 91-141-4025631, **FAX** – 91-141-5100310
Regd. Office: Shyam House, Plot No. 3, Amrapali Circle,
Vaishali Nagar, Jaipur, Rajasthan-302021, India
Corp. Office: A-60, Naraina Industrial Area, Phase-I, New Delhi-110028, India

NOTICE OF THE 33RD (THIRTY THIRD) ANNUAL GENERAL MEETING

DAY & DATE: Friday, 25th September, 2026, TIME: 01:00 P.M. (IST)

To
The Members,

Notice is hereby given that the 33rd (Thirty-Third) Annual General Meeting ("AGM") of the Members of Shyam Telecom Limited (hereinafter referred to as the "Company") will be held on Friday, 25th September, 2026 at 01:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), pursuant to the applicable provisions of the Companies Act, 2013 and the rules framed thereunder, and in compliance with relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, to transact the following business:

<u>ORDINARY BUSINESS</u>

1. **To receive, consider, approve and adopt the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditor thereon;**

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

"**RESOLVED THAT** the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditor thereon, be and are hereby received, considered, approved and adopted."

2. **To re-appoint the retiring Director, Mr. Ajay Khanna, (DIN: 00027549), who retires by rotation and being eligible, offers himself for re-appointment**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152(6) 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. Ajay Khanna, (DIN: 00027549), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, as a Director liable to retire by rotation."

<u>SPECIAL BUSINESS</u>

3. **To consider and approve the Re-appointment of Mrs. Chhavi Prabhakar (DIN : 07553853), as a Non-Executive Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") (where applicable), and based on the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Chhavi Prabhakar (DIN: 07553853), who was appointed as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years from the conclusion of the 28th Annual General Meeting up to the conclusion of the 33rd Annual General Meeting to be held in the year 2026, and who has submitted a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the Listing Regulations and is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from the conclusion of the 33rd Annual General Meeting up to the conclusion of the 38th Annual General Meeting to be held in the year 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof or any person(s) authorized by the Board) and/or Company Secretary and Compliance Officer of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution, including filing the necessary forms, returns and documents with the Registrar of Companies and other statutory or regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard."

4. **To consider and approve Re-appointment of Mr. Ajay Khanna (DIN: 00027549), Managing Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation) (including any statutory modifications or amendments or substitutions or re-enactment thereof, for the time being in force) and based on the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on 11th August, 2026, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ajay Khanna (DIN: 00027549) as the Managing Director (MD) of the Company for a period of 5 (five) consecutive years, commencing from 11th August, 2026, who shall be liable to retire by rotation, on such other terms and conditions including remuneration as set out in the Explanatory statement annexed to the notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof be and are hereby authorized to vary the terms and conditions of appointment including the remuneration payable to Mr. Ajay Khanna as per the provisions of Section 197 read with the Schedule V of the Companies Act, 2013, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT Mr. Ajay Khanna (DIN: 00027549), Managing Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any Committee thereof or any person(s) authorized by the Board) and/or Company Secretary and Compliance Officer of the Company, be and is hereby severally authorized to do all such acts, deeds, and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to implement this resolution including filing of necessary returns/forms with the office of Registrar of Companies, and intimations with other statutory authorities.

RESOLVED FURTHER THAT a certified true copy of this resolution be furnished to such person / department / authorities / entities etc. as may be deemed fit under the signature of any one director and/ or Company Secretary and Compliance Officer of the Company."

5. **To approve the existing as well new Material Related Party Transactions with Vihaan Networks Private 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** pursuant to the Regulation 23(3)(e), 23(4) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, Section 2(76) & 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force), in accordance with SEBI Circular Ref. No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022, in adherence to the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded and shall remain valid till the next AGM, to enter / continue to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise), as mentioned below, with respect to sale, purchase of goods, Loans or advances/trade advances and to provide / avail services to / from Vihaan Networks Private Limited, Think of us India Private Limited, Think of Technologies Private Limited, Intercity Cable Systems Private Limited and Shyam Communication Systems related parties falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, during financial year 2026-27 on such material terms and conditions as may be mutually agreed between related parties and the Company 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)	
	In the financial year 2026-27	**SALE**	**PURCHASE**
1	Vihaan Networks Private Limited	50.00	50.00
2	Think of Us India Private Limited	50.00	50.00
3	Think of Technologies Private Limited	50.00	50.00

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

S. No.	NAME OF THE PARTIES	LIMITS (IN LACS)
1.	Intercity Cables System Private Ltd.	12.00
2.	Shyam Communication Systems	50.00

RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board'), which term shall be deemed to include the Audit Committee) and/or Company Secretary and Compliance Officer of the Company, be and is hereby authorized to perform and execute all such acts, deeds, matters and things, including delegation of all or any of the powers conferred herein, as may be deemed necessary, proper or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto, and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent / approval of the Members."

By Order of the Board of Directors
For Shyam Telecom Limited

Sd/-
Kamini
Company Secretary & Compliance Officer

Place: New Delhi
Date: 11th August, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the Special Business to be transacted at the 33rd Annual General Meeting (AGM) under Item No. 3, 4 & 5 of the Notice, is annexed hereto.

2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, the 33rd AGM of Company will be held through VC / OAVM without the physical presence of the Members at the common venue. The deemed venue for the 33rd AGM shall be the Registered Office of the Company.

3. Since this AGM is being held through VC/OAVM pursuant to the Circular No. 14/2020 dated April 08, 2020 and General Circular No. 09/2024 on September 19, 2024, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote on behalf of the members is not available for this AGM. However, the Body Corporate / Institutional shareholders are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

   Body Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) intending to appoint their authorized representatives to attend the Meeting through VC / OAVM and cast vote are requested 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.com***. Body Corporate / 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.

4. 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.

5. 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.

6. Pursuant to MCA General Circular No. 09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/ HO/ CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the physical copies of the Notice of 33rd Annual General Meeting of the Company and Annual Report for the financial year 2025-26 are not being sent to the members.

7. Soft copy of the Notice of the 33rd Annual General Meeting of the Company, ***interalia***, indicating the process and manner of remote e-voting, along with the Annual Report for the financial year 2025-26 are being sent only through electronic form to all the members, whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes.

8. Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, a letter is being sent by the Company providing the weblink, including the exact path where complete details of the Annual Report including Notice of the AGM is available, to those Members who have not registered their email address with the Company/ DPs. The Company shall send a physical copy of the Annual Report to those Members who request the same at ***shyamtelecom.cs@gmail.com*** their Folio No./DP ID and Client ID from their registered email address.

9. Members may note that, in accordance with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM along with Annual Report for the financial year 2025-26 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 on the website of National Securities Depository Limited (NSDL) [agency for providing the remote e-voting facility] at ***www.evoting.nsdl.com***.

10. As per the provisions of the Companies Act, 2013 and the rules made thereunder and the Regulation 36(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. For this purpose, the members holding shares in physical form and who have not registered their e-mail address can contact the Company's RTA M/s Indus Shareshree Private Limited (Formerly known as Indus Portfolio Private Limited) at ***https://www.indusinvest.com***. The members holding shares in electronic form are requested to register their e-mail addresses with their Depository Participants only. Even after registering for e-communication, the Shareholders of the Company are entitled to receive such communication in physical form, upon request.

    For any communication, the members may also send requests at email ID: ***shyamtelecom.cs@gmail.com***.

11. 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), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the relevant Ministry of Corporate Affairs (MCA) Circulars, 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 e-voting on the date of the AGM will be provided by NSDL.

12. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

13. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

14. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 18th September, 2026.

15. The manner of voting remotely by Members holding shares in dematerialized mode, physical form and for Members who have not registered their email address is provided in the instructions for e-voting section which forms part of this Notice.

16. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is annexed hereto.

17. Members who wish to obtain any information about the Company or view the Accounts for the financial year ended 31st March, 2026, may send their queries at least 10 days before the Annual General Meeting at Company's Corporate Office at A-60, Naraina Industrial Area, Phase-1, New Delhi-110028, India or email at ***shyamtelecom.cs@gmail.com***.

18. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19th September, 2026 to Friday, 25th September, 2026 (both days inclusive).

19. For members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated 7th May 2024 read with SEBI/ HO/MIRSD/ POD1/P/CIR/2024/81 dated 10th June 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/ details are not available in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/ documents.

    Further, Members who holds shares in electronic form are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, etc. to their Depository Participant.

20. Members are requested to note that SEBI vide its Circular dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate share certificate, claim from unclaimed suspense account; renewal/ exchange of share certificate; endorsement; sub division/ splitting of share certificates; consolidation of share certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at ***https://shyamtelecom.com*** and on the website of the Company's RTA, M/s Indus Shareshree Private Limited (Formerly known as Indus Portfolio Private Limited) at ***https://www.indusinvest.com***. It may be noted that any service request can be processed only after the folio is KYC Compliant.

21. In terms of SEBI notification dated 25th of June, 2022, SEBI has mandated that all requests for transfer of securities including transmission and transposition be processed only in dematerialized form. 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. Members can contact the Company or RTA, for assistance in this regard.

22. As per Section 72 of the Act, SEBI Circulars in this regard, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at ***https://shyamtelecom.com*** and from the website of Company's Registrar and Transfer Agents at ***https://www.indusinvest.com***. Members are requested to submit the said details to their DPs in case the shares are held by them in the dematerialized form and the Company's RTA in case the shares are held in physical form.

23. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

24. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on 11th August, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

25. M/s Soniya Gupta & Associates, Practicing Company Secretaries, (Membership No. FCS 7493) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM, in a fair and transparent manner.

26. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at ***https://shyamtelecom.com*** and on the website of NSDL at ***www.evoting.nsdl.com*** and the same shall be communicated to the BSE Limited and National Stock Exchange of India Limited at their respective website i.e. at ***www.bseindia.com*** and ***www.nseindia.com*** respectively.

27. Members are requested to send all communication relating to shares to the Company's Registrar & Share Transfer Agent – M/s Indus Shareshree Private Limited (Formerly known as Indus Portfolio Private Limited) ('Indus' or 'RTA'), at B-65, Bali Nagar, New Delhi-110015, India. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

28. 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.

29. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.

30. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection, at the Corporate Office of the Company, during normal business hours (09:00 AM to 6:00 PM) on all working days (except on public holidays), upto the date of the Annual General Meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Tuesday, 22nd September, 2026 at 10:00 A.M. and ends on Thursday, 24th September, 2026 at 05:00 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. Friday, 18th September, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 18th September, 2026.

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 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.	1. For OTP based login you can click on ***https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp***. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. ***https://eservices.nsdl.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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at ***https://eservices.nsdl.com***. Select **"Register Online for IDeAS Portal"** or click at ***https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.***

	4. 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. 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. 5. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.com*** or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at ***helpdesk.evoting@cdslindia.com*** or contact at toll free no. 1800-21-09911

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:
a) 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******.
b) 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**************
c) 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 user 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'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. 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.com*** 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 **"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.com.*** 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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: ***evoting@nsdl.com*** or at telephone no. 022- 48867000.

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 ***www.shyamtelecom.com.*** If you are an Individual shareholder 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.com*** 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 to access e-Voting facility.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OVAM through 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 for "VC/OAVM" 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 ***www.shyamtelecom.com.*** The same will be replied by the company suitably

By Order of the Board of Directors
For Shyam Telecom Limited

Sd/-
Kamini
Company Secretary and Compliance Officer

Place: New Delhi
Date: 11th August, 2026

ANNEXURES TO THE NOTICE

Annexure-I

Explanatory Statement under Section 102(1) of the Companies Act, 2013

The following Explanatory Statement forms part of the Notice convening the 33rd Annual General Meeting of the Company:

Item No. 3: To re-appoint Mrs. Chhavi Prabhakar (DIN: 07553853) as a Non-Executive Independent Director of the Company

Mrs. Chhavi Prabhakar (DIN: 07553853) was appointed as the Non-Executive Independent Director of the Company for a period of five (5) consecutive years by the members in the 28th Annual General Meeting of the Company held on 28th September, 2021 to hold the office from the conclusion of that Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company. Accordingly, the present tenure of Mrs. Chhavi Prabhakar as a Non-Executive Independent Director shall stand concluded at the close of the ensuing Annual General Meeting of the Company.

Further, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder, and Regulation 16(1)(b), Regulation 17(1C) and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 11th August, 2026, approved the re-appointment of Mrs. Chhavi Prabhakar as a Non-Executive Independent Director of the Company for a second term of five (5) consecutive years, commencing from the conclusion of the ensuing 33rd Annual General Meeting ("AGM") until the conclusion of the 38th AGM of the Company to be held in the year 2031, subject to the approval of the members at the ensuing AGM.

Further, the Company has received a notice in writing from a member under Section 160(1) of the Act proposing the candidature of Mrs. Chhavi Prabhakar for the office of Director.

Mrs. Chhavi Prabhakar is not disqualified from being re-appointed as Independent Director of the Company in terms of Section 164 of the Companies Act, 2013 and has given a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations. She has also communicated her willingness to be re-appointed and has given her consent to act as Independent Director of the Company.

A brief profile of Mrs. Chhavi Prabhakar is provided in the ***Annexure-II*** attached to the notice in pursuance of SEBI Listing Regulations and Secretarial Standard on General Meetings.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Resolution.

Further, Mrs. Chhavi Prabhakar is not related to any of the Directors or Key Managerial Personnel of the Company.

In the opinion of the Board, she fulfills the conditions for re-appointment as an Independent Director and is independent of the management. The Board recommends the Special Business set out at Item No. 3 of the Notice for the approval of the Members by way of Special Resolution.

Item No. 4: To re-appoint Mr. Ajay Khanna (DIN: 00027563), Managing Director of the Company

The Members of the Company are hereby informed that Mr. Ajay Khanna (DIN: 00027549) was re-appointed as the Managing Director of the Company for a further term of three (3) consecutive years with effect from 10th May 2024. The re-appointment was approved by the Members at the Annual General Meeting held on 31st July 2024, on the terms and conditions, including remuneration, as recommended by the Nomination and Remuneration Committee and subsequently approved by the Board of Directors and the Members at their respective meetings.

Since the current tenure of Mr. Ajay Khanna as the Managing Director of the Company is due to expire on 10th May 2027, the Board of Directors, at its meeting held on 11th August 2026, based on the recommendation of the Nomination and Remuneration Committee, approved his re-appointment as the Managing Director of the Company for a further term of five (5) consecutive years, effective from the Board Meeting held on 11th August, 2026 and ending on 10th August, 2026, subject to the approval of the Members at the ensuing Annual General Meeting of the Company.

In the opinion of the Board, Mr. Ajay Khanna fulfils the conditions as specified under Section 196(3), Part I of Schedule V and other applicable provisions of the Companies Act, 2013 for such re-appointment and is not disqualified or debarred from being re-appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013. Mr. Ajay Khanna has also given his consent in writing to act as the Managing Director of the Company.

Mr. Ajay Khanna (DIN: 00027549), aged 69 years, is a Bachelor of Commerce graduate and possesses rich and varied experience in the industry. He has been closely associated with the Company for several years and has played a significant role in its growth and operations. Considering his extensive experience, leadership, and deep understanding of the Company's business, the Board is confident that the Company will continue to benefit from his guidance and strategic vision. Accordingly, the Board recommends his re-appointment as the Managing Director for the approval of the Members by way of a Special Resolution in terms of Sections 196, 197, 198 and other applicable provisions of the Act read with Schedule V thereto.

Further, based on the prevailing market scenario and on the recommendation of the Nomination and Remuneration Committee, the Board has approved the continuation of the existing remuneration payable to Mr. Ajay Khanna, comprising a salary of Rs. 12,00,000 (Rupees Twelve Lakhs only) per annum, subject to such revisions as may be approved by the Board from time to time within the limits prescribed under the Act.

Pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the re-appointment of and payment of remuneration to the Managing Director requires the approval of the Members by way of a Special Resolution.

Accordingly, the Board recommends the Special Business set out as Item No. 4 in the accompanying Notice for the Members for their approval by way of Special Resolution.

Except Mr. Ajay Khanna and his relatives, to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The disclosure as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and clause 1.2.5 of the Secretarial Standard-2 on General Meetings issued by ICSI i.e. the information about the Director including Managing Director or Executive Director or Whole time Director or manager seeking appointment/ reappointment and / or fixation of remuneration of Director forms part of this Notice and is annexed as ***Annexure- II***.

Information required on the matter pursuant to Section II, Part II of Schedule V of the Companies Act, 2013 is given in ***Annexure- III***.

Item No. 5- To approve the existing as well new Material Related Party Transactions with Vihaan Networks Private Limited, Think of Us India Private Limited, Think of Technologies Private Limited, Intercity Cable Systems Private Limited & Shyam Communication Systems

In terms of the proviso to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further, as per Regulation 23(4) of Listing Regulations, all material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (2) shall require prior approval of the shareholders through resolution.

In view of the aforesaid provisions read with Section 2(77), 188 and other applicable provisions of Companies Act, 2013, the Audit Committee of the Board and the Board of Directors of the Company in their respective Meetings convened on 26th May, 2026 has approved the material related party transactions for sale, purchase of goods, Loans or advances / trade advances and to provide / avail services to / from Think of Technologies Private Limited, Think of Us India Private Limited, Vihaan Networks Private Limited, Intercity Cables System Private Ltd. and Shyam Communication Systems (Related Parties), subject to a maximum aggregate transaction up to the limits as defined in the table mentioned below.

Since the transactions with Think of Technologies Private Limited, Think of Us India Private Limited, Vihaan Networks Private Limited, Intercity Cables System Private Ltd., Shyam Communication Systems are estimated to be around the amount as defined in below table in any financial year, exceeding the ten percent of the annual consolidated turnover of the Company as per the Audited Financial Statement as on 31st March, 2026, 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 in adherence with the arms-length principle. The Audit Committee of the Board has granted an omnibus approval for the said transactions:

(Rs. in Lacs)

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

None of the Directors, Key Managerial Personnel ("KMP") of the Company or their respective relatives are, in any manner, concerned or interested, financially or otherwise, in the Resolution, except Mr. Rajiv Mehrotra, who may be deemed to be interested in the Resolution by virtue of his directorship on the Board of *Vihaan Networks Private Limited* and his partnership in *Shyam Communication Systems*, and Mr. Ajay Khanna and Mr. Alok Tandon, who may be deemed to be interested in the Resolution by virtue of their partnership in *Shyam Communication Systems*.

The Board recommends the Special Business set out in Item No. 5 for the approval of Members as **Ordinary Resolution** and if approved, shall remain valid till the next Annual General Meeting.

Annexure-II

Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting scheduled on 25th September, 2026, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given hereunder: -

Name of Director	**Mr. Ajay Khanna**	**Mrs. Chhavi Prabhakar**
DIN	00027549	07553853
Age	69 Years Old	59 Years Old
Qualifications	B.Com Graduate, Diploma in Leather Technology	Post Graduate
Experience (including expertise in specific functional area) / Brief resume	Mr. Ajay Khanna, a visionary, an able administrator with huge business acumen who is also one of the founder Promoter of SHYAM TELECOM GROUP. The rise of SHYAM group has the hard work, great insight of Sh. Ajay Khanna. He has been principally involved in setting up Distributors/Channel Network for Cable TV and Cellular Business and also co-ordination and high level liason with all Local Authority/Statutory Regulatory bodies to ensure smooth function of various group companies. He promoted various Business of Shyam Group Viz; Hexacom, Telelink & Essel Shyam. He successfully did an IPO of Shyam Telecom in 1994 which got an Overwhelming response and over Subscribed by 25 times. He is heading the Commercial Operations as well as Financial Management's and Credit Monitoring for the group, Financial/ Technical Operations of the Group. He was instrumental in creating a consortium and closing the financing for the Cellular and V-SAT business of the Group. He is also responsible for exploring new expansion opportunities in the telecom sector, raising resources for their successful financial closure besides financial planning.	Mrs. Chhavi Prabhakar is a PGDM from Times School of Marketing, New Delhi. She is a senior financial services professional with over 20 years of extensive experience in NRI Banking, Wealth Management and Private Banking with premium organizations such as Citibank, Societe Generale Private Bank, American Express Bank, Standard Chartered Private Bank and Axis Bank. She has a successful track record of building new businesses, creating and leading large diversified multifunctional teams. She is now Founder & CEO of "Global Indian Solutions" – India`s 1st integrated Solution provider for Global Indians. She has won the prestigious "DMA (Delhi Management Association) All India Women Entrepreneurs Award 2020".
Date of first appointment on the Board	3rd July, 1992	12th February, 2021

Terms and conditions of re-appointment	On existing terms & conditions	On existing terms & conditions
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	None	Globus Power Generation Limited
Shareholding in the Company as on 31st March, 2026	4553 Equity Shares	Nil
Disclosure of relationships between directors inter-se	N.A.	N.A.

Annexure-III

Additional information as required for the re-appointment of Mr. Ajay Khanna as Managing Director of the Company pursuant to the provisions of Part II Section II(b)(iv) of Schedule V of the Companies Act, 2013 are as follows:

A. **General information:**

1. **Nature of industry**: Telecom Sector.
2. **Date or expected date of commencement of commercial production**: NA, since the Company has already commenced its Business Operation.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**: Not applicable.
4. **Financial performance based on given indicators**:

(Rs. in Lacs)

Particulars	31.03.2026	31.03.2025
Total Revenue	38.24	13.86
Profit/ (Loss) before tax & Exceptional items	(501.75)	(173.87)
Profit/ (Loss) after tax & Exceptional items	(502.03)	(183.75)

5. **Foreign investments or collaborations, if any**: Nil

B. **Information about the appointee:**

1) **Background details:** The background details and profile of Mr. Ajay Khanna (DIN: 00027549), are provided in "***Annexure-II***" to the Notice.

2) **Past remuneration:**

Salary: Rs.12,00,000 per annum
Recognition or awards: Nil

There is no increase in remuneration during last three years.

3) **Job profile and his suitability:** Mr. Ajay Khanna (DIN: 00027549) is vested with substantial powers of management subject to the control, direction and supervision of the Board of Directors of the Company. He also involved in policy planning, vision, strategy and Long-term development activities of the Company.

4) **Remuneration proposed:**

A. Rs. 1,00,000/- per month (maximum) with such increases as may be decided by the Board from time to time and with proportionate increases in all the benefits related to the quantum of salary.
B. Medical Reimbursement as per rules of the Company.
C. Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per rules of the Company.
D. Gratuity: Gratuity payable as per the Rules of the Company
E. Leave Encashment: Encashment of leave at the end of the tenure as per rules of the Company.
F. The Board may, from time to time, increase or vary the Salary range, subject to the ceiling prescribed under the Companies Act.
G. Under Schedule V of the Companies Act, 2013, the appointment and remuneration of the said Director

is required to be approved by the Shareholders by means of Special Resolution. The resolution is accordingly recommended for approval of the shareholders.

5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: N.A.

6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any- Beside the Managerial Remuneration proposed, Mr. Ajay Khanna does not have any pecuniary relationship directly or indirectly with the Company.

7. No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.

C. Other information:

a. Reasons of loss or inadequate profits	Unfavourable market conditions and Government Policies
b. Steps taken or proposed to be taken for improvement	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it.
c. Expected increase in productivity and profits in measurable terms	It is extremely difficult in the present scenario to predict profit in measurable terms.

Disclosures: Requisite disclosure regarding remuneration, service contracts, notice period, severance fees, stock options etc. has been disclosed as a part of Directors' Report under the heading "Corporate Governance" attached to the Financial Statements of the Company.