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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](https://shyamtelecom.com/wp-content/uploads/2026/08/Shyam%20Telecom%20Annual%20Report%202025-26.pdf)

This is for your information and necessary records.

Thanking you,

Yours faithfully,

For Shyam Telecom Limited

Kamini
Company Secretary

Enclosure as above

Regd. Office : Shyam House, 3, Amrapali Circle, Vaishali Nagar, Jaipur-302021 (RAJASTHAN) INDIA

Phone : 91- 0141- 4919021

CIN : L32202RJ1992PLC017750

33rd ANNUAL REPORT

2025-2026



SHYAM TELECOM LTD.

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DIRECTORS' REPORT

**To,
The Members**

The Board of Directors of your Company is pleased to present the 33rd Annual Report, containing a detailed account of the business operations and activities of the Company, together with the audited financial statements for the financial year ended 31st March, 2026.

FINANCIAL HIGHLIGHTS

In accordance with the provisions of the Companies (Accounts) Rules, 2014, the key financial results and performance indicators of the Company for the year ended 31st March, 2026, are summarised below:

(Rupees in Lacs)

PARTICULARS	Financial Year	Financial Year
	2025-26*	2024-25*
A. Revenue from Operations	-	-
B. Other Income	38.24	13.86
C. Total (A + B)	38.24	13.86
D. Total Expenses	539.99	187.73
E. Profit / (Loss) before Exceptional Items and Tax	(501.75)	(173.87)
F. Exceptional Items/Loss–Discontinuing Operations	-	-
G. Profit / (Loss) Before Tax	(501.75)	(173.87)
H. Less: Tax	0.28	9.88
I. Net Profit (F – G)	(502.03)	(183.75)
J. Other Comprehensive Income / (Loss)	(2.06)	(1.06)
K. Total Comprehensive Income (H + I)	(499.97)	(184.81)

**Figures are as per IndAS*

STATE OF AFFAIRS OF THE COMPANY

During the financial year 2025–26, the Company did not record any revenue from operations, consistent with the previous financial year.

Other Income increased significantly to ₹38.24 Lakhs (Previous Year: ₹13.86 Lakhs), primarily driven by higher interest income and increased miscellaneous receipts.

Total Expenditure rose sharply to ₹539.99 Lakhs as against ₹187.73 Lakhs in FY 2024–25. The increase was mainly attributable to higher finance costs and administrative expenses incurred during the year.

Consequently, the Company reported a **Loss before Exceptional Items and Tax** of ₹501.75 Lakhs compared to ₹173.87 Lakhs in the previous year. Despite the absence of operating revenue, this reflects a deterioration in financial results due to the substantial rise in expenditure.

No exceptional items were recorded during FY 2025–26 and FY 2024–25.

After accounting for tax expenses (including deferred tax), the Company reported a **Net Loss** of ₹502.03 Lakhs (Previous Year: ₹183.75 Lakhs).

Other Comprehensive Income stood at ₹2.06 Lakhs (Previous Year Loss: ₹1.06 Lakhs), resulting in a **Total Comprehensive Loss** of ₹499.97 Lakhs as compared to ₹184.81 Lakhs in FY 2024–25.

SHARE CAPITAL

As on 31st March, 2026, the Authorized Share Capital of the Company stands at ₹75,00,00,000/- (Rupees Seventy-Five Crore only), comprising 5,00,00,000 (Five Crore) Equity Shares of ₹10/- each and 25,00,000 (Twenty-Five Lakh) Redeemable Preference Shares of ₹100/- each. The Paid-up Share Capital is ₹11,27,00,000/- (Rupees Eleven Crore Twenty-Seven Lakh only), consisting of 1,12,70,000 (One Crore Twelve Lakh Seventy Thousand) Equity Shares of ₹10/- each, fully paid-up.

DIVIDEND

In view of the consistent losses incurred by the Company, no Dividend was recommended for the financial year 2025–26.

TRANSFER TO RESERVES

Due to the losses incurred during the year under review, there were no profits available for allocation to the General Reserve.

SUBSIDIARY / ASSOCIATE / JOINT VENTURE COMPANY

The Company did not have any Subsidiary, Associate, or Joint Venture Company during the year under review. It is pertinent to note that the Company previously had a foreign subsidiary, *Shyam Telecom Inc.*, incorporated under the laws of the State of Delaware, United States of America. This subsidiary was dissolved with effect from 22nd December, 2015. Accordingly, the provisions relating to the preparation and presentation of Consolidated Financial Statements under the Companies Act, 2013, are not applicable to the Company.

DEPOSITS

During the year under review, your Company has not accepted any deposit within the meaning of the provisions of Section 73 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 or any amendment thereto.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92(3) and Section 134 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company, prepared in the prescribed Form MGT-7, is available on the Company's website and can be accessed at the following link: <https://shyamtelecom.com/investor-relations/>.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONS

The Board of Directors ("Board") of your Company is duly constituted and is in full compliance with the provisions of the Companies Act, 2013 ("the Act"), including the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time.

As on the date of this Report, the Board comprises six (6) Directors, maintaining an optimum balance between Executive and Non-Executive Directors as prescribed under Regulation 17(1) of the Listing Regulations and Section 149 of the Act. The Board includes five (5) Non-Executive Directors, of which two (2) are Independent Directors appointed in accordance with the criteria specified under Section 149(6) and Schedule IV of the Act, one (1) Independent Woman Director pursuant to Section 149(1) and Regulation 17(1A) of the Listing Regulations, and two (2) Non-Executive Non-Independent Directors, reflecting the Company's commitment to ensuring board independence and effective governance.

No changes occurred in the composition of the Board during the Financial Year 2025-26. The Board position as on 31st March, 2026:

S. No.	Name of Directors	Designation
1.	Mr. Rajiv Mehrotra	Chairman and Director
2.	Mr. Ajay Khanna	Managing Director
3.	Mr. Alok Tandon	Non-Executive Director
4.	Mrs. Chhavi Prabhakar	Independent Women Director
5.	Mr. Devesh Bhargava	Independent Director
6.	Mr. Sunil Rai	Independent Director

Re-appointment of Director Retire by Rotation

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, at least two-thirds of the total number of Directors of the Company are liable to retire by rotation, of which at least one-third shall retire at each Annual General Meeting (“AGM”). In accordance with these provisions, Mr. Ajay Khanna (DIN: 00027549) is due to retire by rotation at the ensuing 33rd AGM and, being eligible, has offered himself for re-appointment.

In compliance with Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and Secretarial Standard-2 (“SS-2”) issued by the Institute of Company Secretaries of India, the requisite details of the Director proposed for re-appointment, including his qualifications, experience, and other disclosures as mandated, are provided in the Notice convening the 33rd AGM.

A resolution seeking the approval of the Members for the re-appointment of Mr. Ajay Khanna is included in the Notice of the 33rd AGM, which forms part of this Annual Report.

Re-appointment of Independent Director

The tenure of **Mrs. Chhavi Prabhakar**, Independent Director of the Company, is due to expire at the ensuing Annual General Meeting (“AGM”). Pursuant to the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Board of Directors at their meeting held on 11th August, 2026, based on the recommendation of the Nomination and Remuneration Committee, has proposed her reappointment for a second term of five (5) consecutive years commencing from the conclusion of the ensuing AGM till the conclusion of 38th AGM.

The Company has received a declaration from Mrs. Chhavi Prabhakar confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Board is of the opinion that she possesses the requisite integrity, expertise, and experience, and fulfills the conditions specified under the Act and the Listing Regulations for her reappointment as an Independent Director.

Accordingly, the Board recommends the resolution relating to the reappointment of Mrs. Chhavi Prabhakar as an Independent Director for approval of the members at the ensuing AGM.

Re-appointment of Managing Director

The tenure of **Mr. Ajay Khanna**, Managing Director of the Company, is due to expire on 10th May, 2027. Pursuant to proviso of Section 196, Section 197 & 198 read with Schedule V of the Companies Act, 2013, the Board of

Directors, at its meeting held on 11th August 2026, based on the recommendation of the Nomination and Remuneration Committee, approved re-appointment of Mr. Ajay Khanna as the Managing Director of the Company for a further term of five (5) consecutive years, effective from the date of the Board Meeting i.e. 11th August, 2026, subject to the approval of the Members at the ensuing Annual General Meeting of the Company.

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.

Accordingly, the Board recommends the resolution relating to the reappointment of Mr. Ajay Khanna as Managing Director for approval of the members at the ensuing AGM.

Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Companies Act, 2013 (“the Act”), the Key Managerial Personnel (“KMP”) of the Company as of 31st March, 2026, are as follows:

1. Mr. Ajay Khanna, Managing Director
2. Mr. Vinod Raina, Chief Financial Officer
3. Ms. Kamini, Company Secretary & Compliance Officer

Further, none of the Directors or KMP of the Company is disqualified under the relevant provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

There is no change in the Key Managerial Personnel during the period under review.

NUMBER OF MEETINGS OF THE BOARD

During the financial year 2025-26, the Board of Directors of the Company duly convened 4 (four) meetings on the following dates:

- 27th May, 2025
- 11th August, 2025
- 14th November, 2025
- 12th February, 2026

The interval between consecutive meetings was in compliance with the requirements prescribed under the Companies Act, 2013, thereby ensuring adherence to the statutory provisions governing the minimum number and frequency of Board meetings.

COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders’ Relationship Committee
- Corporate Social Responsibility Committee
- Internal Compliant Committee

Details of composition, terms of reference and number of meetings held in Financial Year 2025-26 for the aforementioned committees are given in the Report on Corporate Governance, which forms a part of this Report. Further, during the year under review, all recommendations made by the various committees have been

INDEPENDENT DIRECTORS

In terms of Section 149 of the Act and the SEBI Listing Regulations, Mr. Sunil Rai, Mr. Devesh Bhargava, Mrs. Chhavi Prabhakar, are the Independent Directors of the Company as on date of this report.

All Independent Directors of the Company have submitted annual declarations affirming compliance with the independence criteria prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. They have further confirmed that they continue to meet the independence requirements and that there has been no change in circumstances which could affect their status as Independent Directors under the said provisions.

In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

In compliance with the provisions of the Act and the Listing Regulations, the meeting of Independent Directors was held on 13th February, 2026 to have undertaken the performance evaluation of the Non-Independent Directors, the Board as a collective body, the Chairman of the Company, and have assessed the quality, content, and timeliness of the information flow between the Management and the Board pursuant to the Company's established performance evaluation framework.

The Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, based on the declarations received and performance evaluations conducted, all Independent Directors continue to fulfill the statutory and regulatory conditions for appointment and re-appointment as Independent Directors, possess the requisite qualifications, integrity, expertise, and experience as prescribed under the Act and applicable Rules, and remain competent to discharge their duties independently of the Management.

BOARD ANNUAL EVALUATION

The annual evaluation process of the Board, Individual Directors and Committees was conducted in accordance with the provision of the Act and the SEBI Listing Regulations. The Board evaluated its performance after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of Committees, effectiveness of Committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the SEBI.

The Chairman of the Board had one-on-one meetings with the Independent Directors and the Chairman of NRC had one-on-one meetings with the Executive and Non-Executive, Non-Independent Directors. These meetings were intended to obtain Directors' inputs on effectiveness of the Board/Committee processes.

The Board and the NRC reviewed the performance of individual Directors on the basis of criteria such as the contribution of the Individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of Independent Directors, performance of Non-Independent Directors and the Board as a whole was evaluated. Additionally, they also evaluated the performance of Chairman of the Board, taking into account the views of Executive and Non-Executive Directors in the aforesaid Meeting.

The Board also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The above evaluations were then discussed in the Board Meeting and performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

The Board is satisfied with the overall performance and functioning as evaluated under this process and affirms that the evaluation exercise was carried out in compliance with the statutory requirements.

AUDITORS OF THE COMPANY

a) Statutory Auditor

In terms of the provisions of Section 139(1) of the Act read with Companies (Audit and Auditors) Rules, 2014, M/s Padam Dinesh & Co. Chartered Accountants, (Firm Registration No. 009061N), was appointed as Statutory Auditor of the Company for the period of 5 (Five) consecutive years i.e. commencing from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting to be convened in the financial year 2027-28.

The Auditors' Report for the financial year 2025-26 does not contain any qualification(s), reservation(s) or adverse remark(s) or disclaimer(s). The observations of Statutory Auditor in its reports on standalone financials are self-explanatory and therefore, do not call for any further comments.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee or to the Board of Directors under Section 143(12) of the Act during the year under review.

The Auditors' Report is enclosed with the financial statements for the financial year 2025-26 forms the part of this Annual Report.

b) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, the members of the Company at the Annual General Meeting held on 26th September, 2025, appointed M/s. A.N. Kukreja & Co., Practicing Company Secretaries, holding a valid certificate of peer review issued by the Institute of Company Secretaries of India, as Secretarial Auditor of the Company for a fixed term of five (5) consecutive financial years commencing from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting to be convened for the financial year 2029-30.

The appointment was made on the basis of the recommendation of the Audit Committee and approval of the Board of Directors at their meeting held on 27th May, 2026. The Secretarial Auditor shall conduct the audit for the financial years 2025-26 to 2029-30, on such annual remuneration (in addition to applicable taxes and reimbursement of out-of-pocket expenses) as determined by the Board of Directors in consultation with the Secretarial Auditor.

The Secretarial Audit Report for the financial year 2025-26, issued by M/s. A.N. Kukreja & Co. in the prescribed Form MR-3, is annexed herewith as "**Annexure-I**" to this Report.

c) Cost Auditor

Pursuant to the provisions of Section 148(1) of the Companies Act, 2013, maintenance of cost records as specified by the Central Government is not applicable to the Company. Accordingly, no Cost Auditor was appointed for the financial year under review.

d) Internal Auditors

Pursuant to the provisions of Sections 179 and 138 of the Companies Act, 2013, and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 26th May, 2026, re-appointed **M/s. D R & Associates, Chartered Accountants**, as the **Internal Auditor** of the Company for the financial year 2026-27.

M/s. D R & Associates, having diligently performed the internal audit function during the preceding financial year, shall continue to undertake a comprehensive and rigorous internal audit of all functions and activities of the Company. The scope of the internal audit includes ensuring compliance with applicable laws and regulations, adherence to internal policies, and strengthening the Company's internal control framework.

RELATED PARTY TRANSACTIONS

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions were duly placed before the Audit Committee for prior approval, in compliance with the prescribed regulatory framework and subsequently reviewed by the Board on a quarterly basis.

During the financial year 2025–26, all contracts, arrangements, and material transactions entered into by the Company with its related parties were carried out in the ordinary course of business and on an arm's length basis. Owing to the repetitive nature of such transactions, prior approval was granted by the Audit Committee, comprising Independent Directors, through the omnibus approval mechanism, valid for a period not exceeding one year. The omnibus approvals were subsequently noted and ratified by the Board of Directors at its meeting and thereafter approved by the members of the Company at the 32nd Annual General Meeting held on 26th September 2025. Such approval by members shall remain valid until the conclusion of the ensuing Annual General Meeting.

The particulars of Related Party Transactions, as mandated under Accounting Standard (AS) 18, are detailed in Note No. 30 to the Financial Statements, forming an integral part of this Annual Report. Additionally, the statement containing particulars of contracts or arrangements with related parties in Form AOC-2, pursuant to Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, is annexed as “**Annexure-III**” and forms part of this Annual Report.

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a resolution seeking the approval of the Members for material related party transactions proposed to be entered into during the financial year 2026–27 is being placed before the Members at the ensuing Annual General Meeting. In terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022, the approval, if granted by the Members, shall remain valid until the date of the next Annual General Meeting.

Pursuant to the requirements of the Act and the SEBI Listing Regulations, the Company has formulated a policy on RPTs and can be accessed at the following link: <https://shyamtelecom.com/investor-relations/>

During the financial year 2025-26, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees, commission and reimbursement of expenses, as applicable.

CORPORATE GOVERNANCE

The Company is committed to upholding the highest standards of Corporate Governance and ensuring compliance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time. In addition to complying with the statutory requirements, the Company has voluntarily adopted several internationally recognized best practices in Corporate Governance to further strengthen transparency, accountability, ethical business conduct, and long-term stakeholder value.

Pursuant to Regulation 34(3) read with Schedule V(C) of the SEBI Listing Regulations, a detailed Report on Corporate Governance, together with the certificate issued by Ms. Soniya Gupta, Practicing Company Secretary, confirming compliance with the conditions of Corporate Governance as stipulated under the SEBI Listing Regulations, forms an integral part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report (“MDAR”) for the financial year ended 31st March 2026, prepared in accordance with Regulation 34 read with Schedule V of the Listing Regulations, is presented in a separate section and forms an integral part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with the provisions of Section 135 of the Companies Act, 2013 (“the Act”) read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a Corporate Social Responsibility (“CSR”) Committee to oversee and facilitate CSR initiatives and compliance.

Pursuant to the applicable provisions of the Act, your Company is not required to undertake any expenditure on CSR activities during the financial year under review.

The constitution and composition of the CSR Committee are disclosed in the Corporate Governance Report, which forms an integral part of this Annual Report.

FAMILIARISATION PROGRAMME MODULE

The Company is committed to ensuring that its Independent Directors are adequately familiarised with the Company's business, operations, governance framework, and the regulatory environment in which it operates. The familiarisation programme provides a comprehensive overview of the Company's business model, organisational structure, industry landscape, operational processes, strategic objectives, and the roles, rights, responsibilities, and duties of Independent Directors.

Independent Directors are also apprised of the Company's key policies and governance practices, including the Code of Conduct applicable to the Board of Directors and Senior Management Personnel, thereby enabling them to effectively discharge their fiduciary and statutory responsibilities.

The Familiarisation Programme for Independent Directors has been duly approved and adopted by the Board of Directors. Pursuant to Regulation 46(2)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the familiarisation programmes imparted to Independent Directors during the financial year are available on the Company's website at <https://shyamtelecom.com/investor-relations/>.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour.

Pursuant to Section 177(9) of the Act and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a vigil mechanism was established for directors and employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

The vigil mechanism provides adequate safeguards against victimization and multiple channels for reporting concerns including an option for escalations, if any, to the Chairperson of the Audit Committee of the Company.

The Company affirms that no Director or employee was denied access to the Chairman of the Audit Committee during the financial year under review, and no complaints were received through this mechanism.

The detailed Vigil Mechanism / Whistle Blower Policy is available on the Company's website and can be accessed at the following link: <https://shyamtelecom.com/investor-relations/>.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company is committed to providing a safe, secure, and inclusive work environment that is free from sexual harassment, discrimination, intimidation, and any form of unwelcome conduct. The Company has adopted a comprehensive Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the rules framed thereunder. The Policy is applicable to all employees of the Company, including permanent, contractual, temporary, trainee, and other eligible personnel covered under the POSH Act.

The Company follows a zero-tolerance approach towards sexual harassment and ensures that every complaint is addressed promptly, fairly, and confidentially in accordance with the provisions of the POSH Act.

An Internal Committee ("IC") has been constituted at the Company's workplaces in compliance with the requirements of the POSH Act to receive, inquire into, and redress complaints of sexual harassment. During the year under review, the Internal Committee met on 13th February, 2026 to review the status of complaints received, if any, and matters pending before the Committee.

The details of the Company's compliance with the provisions of the POSH Act, including the disclosures prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Corporate Governance Report, which forms an integral part of this Annual Report.

During the financial year under review, no complaint of sexual harassment was received, pending, or disposed of by the Internal Committee.

TRANSFER OF SHARES IN RESPECT OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF) AUTHORITY

Under the Companies Act, 2013 and the IEPF Rules, if a dividend remains unclaimed for 7 consecutive years after being transferred to the Company's Unpaid Dividend Account, it must be transferred to the Investor Education and Protection Fund (IEPF). The shares associated with those unclaimed dividends are also transferred to the IEPF Authority's demat account. The Company publishes the details of shareholders whose unclaimed dividends and shares have been transferred to the IEPF on both the Company's website and the IEPF website.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF may write to the Company / RTA and submit the required documents for issue of Entitlement Letter. the unclaimed dividend and the corresponding shares, including all benefits accruing thereon, if any, transferred to the IEPF Authority can be reclaimed only by following the procedure prescribed under the IEPF Rules.

POLICY ON INSIDER TRADING

Your Company has a Code of Conduct for Prevention of Insider Trading as well as Code of Practices and Procedures and Code of Conduct to Regulate, Monitor and Report Trading in Securities and Fair Disclosure of Unpublished Price Sensitive Information with a view to regulate trading in Securities by the Directors and Designated employees of the Company in line with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provision of Section 134(3)(c) of the Act, your Directors, to the best of their knowledge and belief, confirm that:

- i) in the preparation of the Annual Accounts for the year ended 31st March 2026, the applicable Accounting Standards read with the requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.
- ii) the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company as at 31st March, 2026 and of the profit/ loss of the Company for the year ended as on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in the accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the annual accounts have been prepared on a going concern basis.
- v) the directors had laid down Internal Financial Controls which are followed by the Company and that such Internal Financial Controls are adequate and are operating effectively.
- vi) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in “*Annexure-II*”, which forms part of this Annual Report.

It is further confirmed that none of the employees of the Company are related to any Director of the Company.

CONSERVATION OF ENERGY, ABSORPTION OF TECHNOLOGY, FOREIGN EXCHANGE EARNINGS AND OUTGO

In compliance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, the details regarding conservation of energy, technology absorption, and foreign exchange earnings and outgo are provided below:

(i) Conservation of Energy

Given the nature of the Company's business, energy consumption does not constitute a significant cost. Nonetheless, continuous efforts are made to conserve energy and reduce power costs wherever feasible. No capital expenditure on energy conservation equipment was incurred during the year due to normal energy usage. Key initiatives include:

- Encouraging switching off lights, air conditioners, and PCs when not in use, and setting air conditioners at higher temperatures to reduce consumption.
- Installation of various energy-saving electrical devices.
- Controlling usage of other electrical equipment.

(ii) Technology absorption

Considering the nature of the business, the Company does not currently utilize any technology requiring absorption.

(iii) Foreign Exchange Earnings and Outgo

There were no foreign exchange earnings during the financial year 2024-25, as the Company did not undertake any export sales.

The foreign exchange outgo for the year was nil

RISK MANAGEMENT FRAMEWORK

The Company has implemented a robust risk management framework, including the identification and assessment of risks that may potentially impact the existence or operations of the Company. Appropriate measures have been taken to mitigate and manage such risks effectively.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Pursuant to the provisions of Section 134(5)(e) of the Companies Act, 2013 and Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board is of the opinion that the Company has established and maintained an adequate internal financial control system commensurate with the size and complexity of its operations.

Such internal controls provide reasonable assurance regarding the reliability of financial reporting, effectiveness and efficiency of operations, safeguarding of assets against unauthorized use or loss, and compliance with applicable laws, rules, and internal policies.

The Board further confirms that the internal financial control framework is subject to periodic evaluation and testing through the Internal Audit function. In this regard, M/s D R & Associates, Chartered Accountants, were re-appointed as the Internal Auditors for the financial year 2025-26. The Internal Audit Reports prepared by them are placed before the Audit Committee of the Board, which reviews the adequacy and effectiveness of the internal audit function and ensures that appropriate corrective actions and controls are implemented.

The Audit Committee monitors and oversees the adequacy of the internal financial controls and internal audit processes to safeguard the interest of the Company and its stakeholders.

NOMINATION AND REMUNERATION POLICY

Pursuant to the provisions of Section 178(1) of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company has formulated and adopted a Nomination and Remuneration Policy.

The Policy, recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, lays down the criteria and framework for identifying persons qualified to become Directors and Key Managerial Personnel (“KMP”), as well as the policy relating to their appointment, remuneration, evaluation, and removal, including determination of independence and positive attributes of Directors in accordance with the Act and Listing Regulations.

The principal terms and conditions of the Nomination and Remuneration Policy, encompassing the appointment, remuneration (including performance-linked incentives), and other related governance aspects of Directors and senior management personnel, are detailed in the Corporate Governance Report, which forms an integral part of this Annual Report.

The policy is also accessible on the Company's website at <https://shyamtelecom.com/investor-relations/>.

FINANCE AND BORROWINGS

During the financial year under review, the Company has not availed any loans or borrowings from any banks, financial institutions, or other sources.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans given, guarantees provided, and investments made by the Company, as required under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, for the financial year 2025–26, are disclosed in the Notes to the Financial Statements, which form part of this Annual Report.

CHANGE IN NATURE OF BUSINESS

The Company is primarily engaged in the business of trading of Mobile accessories in India and there is no such change in the business operation of the Company during the financial year 2025-26.

SIGNIFICANT AND MATERIAL LITIGATIONS / ORDERS

During the year, there was no significant and material order passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

MATERIAL CHANGES AND COMMITMENTS

There have been no significant changes or commitments affecting the financial position of the Company between the end of the financial year to which these financial statements relate and the date of this Report.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS

Pursuant to the provisions of Section 118(10) of the Companies Act, 2013, the Company has complied with all applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1), issued by the Institute of Company Secretaries of India (ICSI) and approved by the Central Government.

COMPLIANCE WITH MATERNITY BENEFITS ACT, 1961

The Company hereby confirms that it has complied with all applicable provisions of the Maternity Benefit Act, 1961 (“the Act”) and the rules made thereunder during the financial year under review. In accordance with Section 5 of the Act, the Company has granted maternity leave and ensured payment of maternity benefits to all eligible women employees.

Further, the Company has adhered to the provisions relating to nursing breaks under Section 11 of the Act and has provided a conducive and supportive environment for working mothers as mandated by law.

The Company has also complied with the requirements concerning the display of notices in accordance with Section 16 of the Act, and maintained all prescribed registers and records under Rule 12 of the Maternity Benefit (Amendment) Rules, 2017. All necessary returns and reports have been submitted to the appropriate authorities within the prescribed timelines.

There have been no instances of non-compliance or violations of the provisions of the Maternity Benefit Act, 1961 reported during the financial year.

GENDER-WISE COMPOSITION OF EMPLOYEES

In alignment with the principles of diversity, equity, and inclusion (DEI), the Company discloses below the gender composition of its workforce as on the 31st March, 2026.

Male Employees: 15

Female Employees: 4

Transgender Employees: NIL

This disclosure reinforces the Company’s efforts to promote an inclusive workplace culture and equal opportunity for all individuals, regardless of gender.

OTHER DISCLOSURES

a) Insolvency and Bankruptcy Code, 2016

Pursuant to Rule 8(5)(xi) of the Companies (Accounts) Rules, 2014, the Board confirms that during the financial year under review, no application was made, nor were any proceedings initiated or pending, by or against the Company under the provisions of the Insolvency and Bankruptcy Code, 2016.

b) One-Time Settlement – Valuation Disclosure

In compliance with Rule 8(5)(xii) of the Companies (Accounts) Rules, 2014, the requirement to provide details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking loans from Banks or Financial Institutions does not arise, as the said provision is not applicable to the Company during the year under review.

ACKNOWLEDGEMENT

The Board of Directors places on record its sincere appreciation for the continued co-operation, support, guidance, and assistance extended by the Company's bankers, financial institutions, regulatory authorities, shareholders, customers, vendors, business associates, and all other stakeholders. Their continued trust and confidence have been instrumental in supporting the Company's operations and enabling it to pursue its strategic objectives during the year under review.

The Board also expresses its heartfelt appreciation to all employees for their unwavering commitment, dedication, professionalism, and hard work. Their collective efforts, teamwork, and steadfast support have significantly contributed to the Company's performance, resilience, and commitment to maintaining the highest standards of corporate governance and operational excellence.

For and on Behalf of the Board of Directors
Shyam Telecom Limited

Sd/-
Ajay Khanna
Director
DIN : 00027549
Add: A-9, Ring Road, Naraina Vihar,
Kair, New Delhi-110028, India

Sd/-
Alok Tandon
Director
DIN : 00027563
Add: House No. 925, The Magnolias Apartments,
Galleria DLF-4, Golf Course Road, Sector-42,
Farukhnagar, Gurgaon, Haryana-122009, India

Place: New Delhi
Date: 11th August, 2026

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2026

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

**To,
The Members of
Shyam Telecom Limited.**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shyam Telecom Limited (CIN: L32202RJ1992PLC017750)** (hereinafter called the Company). Secretarial Audit was conducted in accordance with Auditing Standards and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Shyam Telecom Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2026** complied with statutory provisions listed hereunder and also that the company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Shyam Telecom Limited for the financial year ended on **31st March, 2026** according to the provisions of:
 - (i). The Companies Act, 2013 (the Act) and the rules made there under;
 - (ii). The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
 - (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.*
 - (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act): -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*;
 - f. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity Regulations) 2021*;

- g. The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021*;
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021*;
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018*.

*The Foreign Exchange Management Act, 1999 listed at sub-para (iv) of para 1 above and SEBI Regulations listed at Serial Nos. (e), (f), (g), (h) and (i) are not applicable for the year under report as there was no corporate action/decision attracting these regulations

(vi). The Other Laws applicable specifically to the Company are:

- a. Employees Provident Fund and Miscellaneous Provisions Act, 1952; other applicable labour and general laws;
- b. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;

2. We have also examined the compliances with the applicable Regulations/circulars/Standards of the following:

- (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/circulars and the listing agreements with the Bombay Stock Exchange Limited and the National Stock Exchange of India Ltd.

Note: BSE and NSE had issued Notices for late compliance of Regulation 29(2)/29(3) of SEBI (LODR) Regulations, 2015 and levied fine. The management requested for waiver of fine but the request of the company for waiver was not considered favorably. The Company has since paid fine to both the stock exchanges and settled the matter.

(ii) The Secretarial Standards issued by the Institute of Company Secretaries of India.

3. During the period under report the company has complied with the provisions of the Act, Rules, Regulations, Standards, Guidelines, etc. mentioned above.

4. We further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-executive Directors, Woman Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (c) Majority decision is carried through while dissenting members' views are captured and recorded as part of the minutes.

5. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

6. We further report that during the audit period, no major decisions having a bearing on Company's affairs in pursuance of the above referred laws, rules/regulations were taken by the Board/members **except** the following:

(1) The 32nd AGM of the Company held on 26.09.2025 approved the following:

- a. Reappointment of Mr. Rajiv Mehrotra (DIN: 00035766), who retired by rotation, as Director, liable to retire by rotation, as per provisions of Section 152(6) of the Companies Act, 2013 and rules made thereunder, by **Ordinary Resolution**.
- b. Approved appointment of M/S A. N. Kukreja and Co, Company Secretaries as Secretarial Auditor for 5 (five) consecutive years commencing from financial year 2025-26 to 2029-30, as per terms and conditions, and remuneration as may be mutually agreed between the Company and Secretarial auditor.
- c. Approved the material Related Party Transactions with Vihaan Networks Limited, Think of US India Private Ltd, Think of Technologies Private Ltd, Intercity Cable Systems Private Ltd. and Shyam Communication Systems, as per limits set out in the resolutions and the explanatory statement annexed to the notice of the annual general meeting held on 26.09.2025, by **Ordinary Resolutions**.

This report is to be read with our letter of even date which is annexed as "**Annexure A**" and forms an integral part of this report.

For A.N. Kukreja & Co.
Company Secretaries

Sd/-

(A.N. Kukreja)

Proprietor

FCS: 1070, CP: 2318,

PR Cert: 6458/2025

FRN: S1995DE014900

UDIN: F001070H000296827

Place: New Delhi

Date: May 7, 2026

ANNEXURE 'A'

To,
The Members of
Shyam Telecom Limited

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial record. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. During the course of our examination of the books and records of the Company carried out in accordance with generally accepted practices in India, we have neither come across any instance of material fraud on or by the Company, nor the Company has noticed and reported any such case during the year and accordingly the Company has not informed us of any such case.

Disclaimer:

The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For A.N. Kukreja & Co.
Company Secretaries**

**Sd/-
(A.N. Kukreja)
Proprietor**

**FCS: 1070, CP: 2318,
PR Cert: 6458/2025
FRN: S1995DE014900**

**Place: New Delhi
Date: May 7, 2026**

PARTICULARS OF EMPLOYEES

Pursuant to the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the requisite details pertaining to the financial year ended 31st March, 2026 are set out below:

- Ratio of remuneration of each Director to the Median remuneration of all the Employees of your Company for the financial year 2025-26.

Median remuneration of all the employees of your Company for the financial year 2025-26	Rs. 4,48,800/-
Percentage increase/ (decrease) in the median remuneration of all employees in the financial year 2025-26	51.67%
Ratio of remuneration of Mr. Ajay Khanna, Managing Director to the Median remuneration of all the employees of your Company for the financial year 2025-26	2.99%

Notes:

- The aforesaid details are calculated on the basis of remuneration for the financial year 2025-26
 - The Remuneration to Director includes Sitting Fees, if any, paid to him for the financial year 2025-26
- Details of percentage increase in the remuneration of each Director and Chief Executive Officer (CEO), Chief Financial Officer (CFO) in the financial year 2025-26:** There has been no increase in the remuneration of any Director and CEO for the financial year 2025-26.
 - Number of permanent employees on the rolls of the Company as on 31st March, 2026:** 19 (Nineteen)
 - Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of your Company:**
The Company had a Total Comprehensive Loss of Rs. 449.97 lacs for the Year ended 31st March, 2026 as compared to the Loss of Rs. 184.81 lacs in the previous Year.
 - The ratio of the remuneration of the highest paid Director to that of the Employees who are not Directors but receive Remuneration in excess of the highest paid Director during the Year:** 0.56:1
 - Affirmation:** Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Remuneration Policy of your Company.
 - Key parameters for the variable component of Remuneration paid to the Directors:** The variable component depends on the performance parameters as approved by the Nomination and Remuneration Committee of the Board.

For and on Behalf of the Board of Directors
Shyam Telecom Limited

Sd/-
Ajay Khanna
Managing Director
DIN: 00027549

Sd/-
Alok Tandon
Director
DIN: 00027563

Place: New Delhi
Date: 11th August, 2026

FORM NO. AOC – 2

(Pursuant to Section 134 (3) (h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of Contracts/Arrangements entered into by the Company with Related Parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arms' length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the Related Party and nature of relationship	Nature of Contracts/ Arrangement/ Transactions	Duration of the Contracts / Arrangements/ Transactions	Salient terms of the Contracts or Arrangements or Transactions including the Value, if any: (in Lakhs)	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Think of Us India Private Limited	Sale of Goods and Services	-	-	-	NIL
Think of Technologies Private Limited	Sale of Goods and Services	-	-	-	NIL
Vihaan Networks Limited	Purchase of Goods and Services	-	-	-	NIL
Shyam Communications Systems	Rent	-	4.42 Lacs	27.05.2025	NIL
Intercity Cables Systems Private Limited	Rent	-	-	-	NIL

(Note - Figures are taken from Note No. 30 under the head "Other Notes to Accounts" in the Financial Statements forming the part of this Annual Report)

**For and on Behalf of the Board of Directors
Shyam Telecom Limited**

Sd/-
Ajay Khanna
Director
DIN: 00027549

Sd/-
Alok Tandon
Director
DIN: 00027563

Date: 11th August, 2026
Place: New Delhi

CORPORATE GOVERNANCE REPORT

1. COMPANY PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

At Shyam Telecom Limited, corporate governance is not just a framework—it is a way of life, deeply embedded in how we operate and reflected in our daily practices. We believe in striking the right balance between economic growth, social responsibility, individual aspirations, and community welfare. Our commitment is to create sustainable long-term value for all stakeholders, while upholding integrity, fulfilling societal obligations, protecting the environment, and ensuring strict compliance with regulations.

Our values and guiding principles shape every decision and action across the organization. They remain the cornerstone of our journey and will continue to steer us into the future. For us, corporate governance is synonymous with sound management, transparency, and responsible disclosure. It encompasses robust practices, procedures, and standards that empower us to make well-informed decisions.

Profitability, in our philosophy, must always align with accountability and responsibility towards stakeholders. Independence, transparency, trusteeship, disclosure, and accountability are the cardinal principles that drive our governance framework. These values are not just ideals—they are the foundation of Shyam Telecom Limited’s business ethos, ensuring that growth and responsibility go hand in hand.

The Company has adopted Governance Guidelines to cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, Director’s term, retirement age and Committees of the Board. It also covers aspects relating to nomination, appointment, induction of Directors, Director’s remuneration, and Board effectiveness review. The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time and as applicable, with regard to Corporate Governance including relaxations granted by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) from time to time.

a) Corporate Governance Fact Sheet as on 31st March, 2026

The composition of the Board of Directors (“Board”) is in full compliance with the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), read with Section 149 of the Companies Act, 2013 (“the Act”) and the rules framed thereunder. The Board comprises an optimum combination of Executive and Non-Executive Directors, including Women Directors, with an appropriate balance between Independent and Non-Independent Directors, thereby ensuring diversity of experience, perspective, and expertise in the governance of the Company.

Size of Board (Members)	6
Number of Independent Directors	3
Board Performance Appraisal	Yes
Separate Chairman	Yes
Separate Chief Executive Officer (“CEO”)	No
Fully Independent Audit Committee	Yes
Nomination & Remuneration Committee	Yes
Number of Board Meetings Held in FY 2025-26	4
Secretarial Audit	Yes
Code of Conduct for Directors & Senior Management	Yes
Full adoption of the mandatory requirements of all Regulations of Listing Regulations	Yes

b) Role of the Company Secretary in overall Governance Process

The **Company Secretary** occupies a crucial position in the governance ecosystem of any organization, serving as both a facilitator and guardian of compliance, transparency, and accountability. Their role extends far beyond administrative duties, encompassing strategic advisory, regulatory oversight, and effective communication between the Board, management, and external stakeholders.

At the core, the Company Secretary ensures that the procedures of the Board of Directors and its Committees are properly structured, diligently followed, and periodically reviewed to reflect evolving governance standards. They play a vital role in equipping Directors and Senior Management with accurate, timely, and comprehensive information, enabling them to make well-informed decisions that align with the Company's long-term objectives.

c) Rights of Shareholders

The Company's **Corporate Governance framework** is firmly aligned with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable statutory and regulatory requirements. It is designed to safeguard and facilitate the exercise of shareholders' rights while ensuring fair and equal treatment of all shareholders, including minority and foreign investors.

This framework is responsive to sector-specific economic and regulatory dynamics, promotes market integrity, and upholds transparency and efficiency. It is built to foster sustainable growth in alignment with the broader public interest. The Company's governance practices are deeply rooted in the principles of law, strict compliance with regulations, and accountability across all levels of management and the Board.

Basic Rights of the Shareholders of the Company include the following:

- Freely convey or transfer Shares subject to applicable law;
- Obtain relevant and material information about the Company on a timely and regular basis, subject to any laws or principles of confidentiality;
- Participate and vote in General Meetings of Shareholders;
- Elect and remove Members of the Board; and many others unstated rights which they have acquired through their association with the Company;
- Right to participate in, and to be sufficiently informed on, decisions concerning fundamental/material corporate changes;
- Amendments to the statutes and/or articles of incorporation or other governing documents of the Company;
- To make their views known on the remuneration policy for Board Members and key executives and the equity component of compensation schemes for Board Members and employees and many others unstated rights which they have acquired through their association with the Company;

d) Disclosure and Transparency

In accordance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Director and Key Managerial Personnel (KMP) is required to promptly disclose to the Board any direct, indirect, or third-party material interest in contracts, arrangements, transactions, or matters concerning the Company. Such disclosures are duly recorded in statutory registers and minutes, subject

to confidentiality obligations mandated by law.

The Company's disclosure practices are designed to ensure transparency, accountability, and informed decision-making. They include, but are not limited to:

- Financial and operating results of the Company.
- Objectives and strategic direction of the Company.
- Major shareholding patterns and voting rights.
- Remuneration policies for Directors and Key Executives.

These disclosures reinforce the Company's commitment to openness, fairness, and compliance, thereby strengthening stakeholder confidence and ensuring adherence to the highest standards of corporate governance.

Responsibilities of the Board

The Company is guided by an effective Board whose primary responsibility is to maximize shareholder value while ensuring fairness, accountability, and transparency. As the cornerstone of the Corporate Governance framework, the Board is ultimately accountable for the performance and overall affairs of the Company.

The Board of Directors meets regularly and operates on a fully informed basis, exercising good faith, due diligence, and care in all decisions, always acting in the best interests of the Company and its stakeholders. Decisions of the Board reflect equitable treatment of all shareholders. The Company also encourages continuous Board training and certification to strengthen governance practices.

Key functions of the Board include:

- Reviewing and guiding corporate strategy, major plans of action, risk policies, annual budgets, and business plans.
- Setting performance objectives, monitoring implementation, and evaluating corporate performance.
- Developing and approving management policies, while overseeing major capital expenditures, acquisitions, and divestitures.
- Monitoring the effectiveness of governance practices and implementing necessary improvements.
- Through these responsibilities, the Board ensures that the Company remains aligned with its long-term vision, regulatory obligations, and stakeholder expectations, thereby reinforcing its commitment to sound governance and sustainable growth.

1. BOARD OF DIRECTORS

a) Composition of Board of Directors

As on 31st March, 2026, the Company's Board consists of 6 (Six) Directors, consisting of 1 (One) Executive Director and 5 (Five) Non-executive Directors. Among them, 3 (Three) are Independent Directors including 1 (One) Women-Independent Directors.

As on date, Board comprises the following Directors:

S. No.	Name of the Director	Category	Number of Directorships held as on 31 st March, 2026	Number of Independent Directorship held as on 31 st March, 2026	Number of Membership in Audit/ Stakeholder Committee(s) held as on 31 st March, 2026	Number of post of Chairperson in Audit/ Stakeholder Committee(s) held as on 31 st March, 2026
1	Mr. Rajiv Mehrotra	Chairman and Non-Executive Director	1	-	-	-
2	Mr. Ajay Khanna	Managing Director	1	-	1	-
3	Mr. Alok Tandon	Non-Executive Director	1	-	-	-
4	Mr. Devesh Bhargava	Independent Director	1	1	2	-
5	Mr. Suni Rai	Independent Director	2	2	3	3
6	Mrs. Chhavi Prabhakar	Independent Women Director	2	2	2	-

Notes:

- The **number of Directorships** held as on 31st March, 2026 (as on the date of this Report) includes only listed companies, including *Shyam Telecom Limited*.
- The **number of Independent Directorships** held as on 31st March, 2026 (as on the date of this Report) includes only listed companies, including *Shyam Telecom Limited*.
- The **number of Memberships in Audit/Stakeholder Committees** held as on 31st March, 2026 (as on the date of this Report) includes only listed companies, including *Shyam Telecom Limited*.
- The **number of Chairperson positions in Audit/Stakeholder Committees** held as on 31st March, 2026 (as on the date of this Report) includes only listed companies, including *Shyam Telecom Limited*.

None of the Directors is a member of more than **ten Committees** or serves as Chairperson of more than **five Committees** across all companies in which they hold directorships. Furthermore, no Director serves as an Independent Director in more than **seven listed companies**, in line with regulatory requirements.

All Independent Directors of the Company are individuals of integrity and standing, possessing the requisite qualifications, professional expertise, and diverse experience as stipulated under *Section 149(6) of the Companies Act, 2013* and *Regulation 16(1)(b) of the Listing Regulations*. Their collective knowledge and proficiency enable informed, balanced, and effective decision-making in the best interests of the Company and its stakeholders.

Detailed profiles of the Directors are available on the Company's website at: <https://shyamtelecom.com/wp-content/uploads/2024/05/Board-Composition.pdf>.

b) Attendance of each Director at the Board Meetings and at the last Annual General Meeting ("AGM")

During the financial year 2025-26, the Board of Directors of the Company duly convened 4 (four) meetings on 27th May, 2025; 11th August, 2025; 14th November, 2025; and 12th February, 2026.

The gap between consecutive meetings was in compliance with the requirements prescribed under the Companies Act, 2013, ensuring adherence to the statutory provisions governing the minimum number and frequency of Board meetings.

The attendance of each Director at Board Meeting and at the last Annual General Meeting is as under:

S. No.	Name of the Director	Number of Board Meetings Eligible to attend	Number of Board Meetings attended	Attended last AGM
1	Mr. Rajiv Mehrotra	4	1	No
2	Mr. Ajay Khanna	4	3	Yes
3	Mr. Alok Tandon	4	4	No
4	Mrs. Chhavi Prabhakar	4	4	Yes
5	Mr. Devesh Bhargava	4	3	No
6	Mr. Sunil Rai	4	4	Yes

c) Details of directorships in other listed companies and the category of directorship as on 31st March, 2026 :

S. No.	Name of the Director	Name of Listed Company(ies)	Category of Directorship
1	Mr. Rajiv Mehrotra	-	-
2	Mr. Alok Tandon	-	-
3	Mr. Ajay Khanna	-	-
4	Mr. Devesh Bhargava	-	-
5	Mr. Sunil Rai	Globus Power Generation Limited	Non - Executive Independent Director
6	Mrs. Chhavi Prabhakar	Globus Power Generation Limited	Non - Executive Independent Woman Director

d) Shareholding of Directors (Including Non-Executive Directors) for the period ending as on 31st March, 2026:

Name of Director	No. of Shares held
Mr. Rajiv Mehrotra	53,130
Mr. Ajay Khanna	4,553
Mr. Alok Tandon	NIL
Mr. Sunil Rai	NIL
Mr. Devesh Bhargava	NIL
Mrs. Chhavi Prabhakar	NIL

e) Non-Executive Director - Compensation and Disclosures

The Company pays only sitting fees to Non-Executive Directors for attending meetings of the Board and its Committees. No other remuneration, commission, or benefits are extended to them apart from sitting fees. Proper records are maintained in respect of all payments made to Non-Executive Directors, ensuring transparency and compliance with applicable regulations.

f) Web link where details of familiarization programmes imparted to Independent Directors is disclosed

In line with the provisions of **Regulation 25(7) of the SEBI Listing Regulations**, the Company conducts familiarization programmes for Independent Directors to enable them to understand the Company's business, industry dynamics, roles, rights, and responsibilities. These programmes cover the Company's business model, policies, governance framework, and regulatory environment, thereby equipping Independent Directors to contribute effectively to Board deliberations.

Details of the familiarization programmes imparted to Independent Directors are available on the Company's website at: <https://shyamtelecom.com/investor-relations/>.

g) Disclosure of relationship between Directors Inter-se

None of the Directors in the Board of the Company are related to each.

h) Core Skills / Expertise / Competencies of the Board of Directors

The Board of Directors has identified a set of core skills, expertise, and competencies essential in the context of the Company's business operations. These competencies ensure effective oversight, informed decision-making, and sustainable value creation.

Key skills and expertise include:

- **Industry Knowledge:** Understanding of the Company's businesses, policies, values, culture, major risks, threats, potential opportunities, and the industry in which the Company operates.
- **Behavioral Competencies:** Attributes and skills that enable Directors to apply their knowledge effectively and contribute meaningfully to the Company's growth.
- **Strategic and Managerial Expertise:** Proficiency in business strategy, sales and marketing, corporate governance, administration, and decision-making.
- **Financial and Legal Acumen:** Strong capabilities in financial management, knowledge of law, insurance, and human resource management.
- **Technical and Professional Skills:** Specialized expertise and professional knowledge relevant to the Company's business operations.

The Board collectively possesses these skills and competencies, ensuring a balanced mix of experience, integrity, and proficiency to guide the Company in achieving its strategic objectives while upholding the highest standards of governance.

i) Independent Directors

Based on the annual declarations of independence received from all Independent Directors, the Board confirms that each Independent Director meets the conditions prescribed under the SEBI Listing Regulations and is independent of the management.

During the financial year 2025–26, none of the Independent Directors resigned prior to the completion of their tenure. The maximum tenure of Independent Directors is in strict accordance with the provisions of the Companies Act, 2013 and the Listing Regulations. The Company issues a formal letter of appointment to Independent Directors in line with statutory requirements, and the terms and conditions of their appointment are disclosed on the Company's website: i.e. <https://shyamtelecom.com/investor-relations/>.

Meeting of Independent Director

In compliance with governance requirements, a meeting of the Independent Directors was held on **13th February, 2026**, without the presence of Non-Independent Directors or members of management. All Independent Directors attended the meeting.

The following matters were deliberated upon in detail:

- Review of the performance of Non-Independent Directors and the Board as a whole.
- Evaluation of the performance of the Chairperson of the Company.
- Assessment of the quality, quantity, and timeliness of information flow between the Company's management and the Board of Directors, ensuring that the Board is adequately equipped to discharge its duties effectively.

2. COMMITTEES OF THE BOARD

The Committees constituted by the Board form an integral part of the Company's governance structure, enabling focused oversight and effective decision-making. The terms of reference of each Committee are approved by the Board and are fully aligned with the requirements of the Companies Act, 2013 and the SEBI Listing Regulations.

The Minutes of Committee Meetings are placed before the Board, and the Chairperson of each Committee provides a detailed briefing on key deliberations and decisions. The proceedings of Committee Meetings are recorded with the same rigor and in accordance with the provisions of the Companies Act, 2013, ensuring transparency and accountability.

In compliance with statutory and regulatory requirements, the Board has constituted the following Committees:

- a. Audit Committee;
- b. Stakeholder Relationship Committee;
- c. Nomination and Remuneration Committee;
- d. Corporate Social Responsibility Committee; and
- e. Internal Complaints Committee;

a) Audit Committee

Composition of Committee

As on 31st March, 2026, the Audit Committee comprises of three (3) Non-Executive Directors. All members are Independent of the Board. The Committee is chaired by an Independent Director, ensuring impartial oversight. Ms. Kamini, Company Secretary, acts as the Secretary to the Committee. All members possess strong expertise in accounting, finance, and corporate governance, equipping them to discharge their responsibilities effectively.

The Audit Committee has been constituted in compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The constitution of the Committee as on 31st March, 2026 is as follows:

Name of the Member	Category	Designation
Mr. Sunil Rai	Independent Director	Chairman & Member
Mr. Devesh Bhargava	Independent Director	Member
Mrs. Chhavi Prabhakar	Independent Woman Director	Member

Audit Committee Meetings

During the Financial Year 2025-26, the Committee met four (4) times on the following Dates:

- 27th May, 2025
- 11th August, 2025
- 14th November, 2025
- 12th February, 2026

Attendance of each Member at the Audit Committee Meeting held during the Year 2025-2026

Name of the Member	Number of Meetings Eligible to Attend	Number of Meetings Attended
Mrs. Chhavi Prabhakar	4	4
Mr. Sunil Rai	4	4
Mr. Devesh Bhargava	4	3

Role and Powers of the Audit Committee

The role and powers of the Audit Committee are as per provisions of Section 177 of the Companies Act, 2013 and guidelines set out in the listing Agreement.

The Audit Committee shall have powers, which should include the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee shall play the following role:

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of Auditors of the Company and the fixation of audit fee and tenure of appointment.
- Examining the annual financial statements and Auditors report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (5) of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.

- d. Significant adjustments made in the financial statements arising out of audit findings.
- e. Compliance with listing and other legal requirements relating to financial statements.
- f. Qualifications in the draft audit report.
- g. Disclosure of any Related Party Transactions.
- Approval or any subsequent modified of transactions of the Company with related parties.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing and monitoring with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or Rights Issue and making appropriate recommendations to the Board to take up steps in this matter.
- Review and monitor the Auditor's independence and performance, and effectiveness of Audit process.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors regarding any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Valuation of internal financial controls and risk management systems.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Brief Description of the Terms of Reference-

- Ensuring compliance with accounting standards.
- Scrutiny of inter-Corporate Loans and Investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Valuation of internal financial controls and risk management systems.
- The integrity of the Company's statements.
- The Company's compliance with legal and statutory requirements.

- The Independent Auditor's qualifications and independence.
- The performance of the Company's Internal Audit function and Independent Auditors and
- The appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate.

Review of Information by Audit Committee

The "Audit Committee" shall mandatorily review the following information:

- Management Discussion and Analysis of financial condition and results of operations;
- Statement of significant Related Party Transactions (as defined by the Audit & Finance Committee) submitted by management;
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Internal Audit Reports relating to Internal control weaknesses; and,
- The appointment, removal and terms of remuneration of the Chief Internal auditor/Internal Auditor shall be subject to review by the Audit & Finance Committee.

b) Stakeholders Relationship Committee

Composition of Committee

As on 31st March, 2026, the Stakeholders Relationship Committee comprises three (3) Directors: two (2) Non-Executive Independent Directors and one (1) Executive Director. The Committee is chaired by an Independent Director, ensuring impartial oversight. Ms. Kamini, Company Secretary, acts as the Secretary to the Committee.

The Committee has been constituted in compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The constitution of the Committee as on 31st March, 2026 is as follows:

Name of Member	Category	Designation
Mr. Sunil Rai	Independent Director	Chairman & member
Mr. Ajay Khanna	Executive Director	Member
Mr. Devesh Bhargava	Independent Director	Member

During the Financial year 2025-26, the Committee met Once (1) i.e. on 13th February, 2026, in which all the eligible members of the Committee were present.

Attendance of each Member at the Stakeholder's Relationship Committee Meeting held during the Year 2025-2026

Name of the Member	Number of Meetings Eligible to Attend	Number of Meetings Attended
Mr. Ajay Khanna	1	1
Mr. Sunil Rai	1	1
Mr. Devesh Bhargava	1	1

Brief Description of Terms of Reference

The Committee looks after the following matters:

- To approve applications for transfer, transmission, transposition of Shares and mutation of share certificates including issue of duplicate certificates, split, sub-division or consolidation of certificates and to deal with all related matters.

- To look into and redress the Shareholders / investors grievances relating to:
 1. Transfer of Shares;
 2. Non-receipt of dividends;
 3. Non-receipt of annual reports;
 4. Any other complaint concerning the Shareholders / investors; and
 5. Oversee the performance of the Registrars and Share Transfer Agents of the Company.
- Such other matters as may from time to time be required by any statutory or regulatory authority to be attended by the Committee;

Details of Queries/ Complaints Received and Solved during the financial year 2025-2026

Name of Queries/ complaints	Received (No.'s)	Solved (No.'s)	Pending (No.'s)
Non- receipt of Share Certificates	Nil	Nil	Nil
Number of request for change of address	Nil	Nil	Nil
Number of request for Transfer	Nil	Nil	Nil
Issue of Duplicate Share Certificates	Nil	Nil	Nil
Non-receipt of Dividend Warrants	Nil	Nil	Nil
Revalidation of Dividend Warrants	Nil	Nil	Nil
Non-receipt of Annual Report	Nil	Nil	Nil
Others	Nil	Nil	Nil
Total	Nil	Nil	Nil

All complaints, suggestions and grievances are addressed expeditiously and sent/ issues resolved as a rule within 15 days.

The Company has complied with submissions of its response to the queries/ clarification sought by the Stock Exchanges on various market related information like for updating their records, etc. from time to time. These responses have not been included in the above list. Registrar and Transfer agent does share Transfer Works and as on 31st March, 2026, no complaints were pending.

c). Nomination and Remuneration Committee

Composition of Committee

As on 31st March, 2026, the Nomination and Remuneration Committee comprises of three (3) Non-Executive Directors. All members are Independent of the Board. The Committee is chaired by an Independent Director, ensuring impartiality in decision-making. Ms. Kamini, Company Secretary, acts as the Secretary to the Committee.

All members bring significant expertise in governance, human resources, and organizational management, enabling the Committee to discharge its responsibilities effectively.

The Committee has been constituted in compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The constitution of the Committee as on 31st March, 2026 is as follows:

Name of Member	Category	Designation
Mrs. Sunil Rai	Independent Director	Chairman & Member
Mr. Devesh Bhargava	Independent Director	Member
Mrs. Chhavi Prabhakar	Independent Woman Director	Member

The Nomination and Remuneration Policy formulated by the Committee defines the level and composition of remuneration payable to the Managing Director, Whole-Time Directors, Non-Executive Directors, Key Managerial Personnel (KMPs), Senior Management, and other employees. The policy ensures that remuneration is reasonable, sufficient, and structured to attract, retain, and motivate Directors and employees, while aligning with the Company's objectives.

The remuneration framework maintains a balance between fixed and variable (incentive) pay, reflecting both short-term and long-term performance goals, thereby supporting sustainable growth and organizational effectiveness.

The Committee also undertakes performance evaluation of the Board, based on criteria outlined in the Company's Performance Evaluation Policy, ensuring accountability and continuous improvement in governance practices.

During the Financial year 2025-26, the Committee met Once on 13th February, 2026, in which all the eligible members of the Committee were present.

Attendance of each Member at the Nomination and Remuneration Committee Meeting held during the Year 2025-2026

Name of the Member	Number of Meetings Eligible to Attend	Number of Meetings Attended
Mrs. Chhavi Prabhakar	1	1
Mr. Sunil Rai	1	1
Mr. Devesh Bhargava	1	1

TERMS OF REFERENCE

The Committee looks after the following matters:

- Identify persons who are qualified to become Director and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Directors' performance.
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- Determine/ review on behalf of Board of Directors of the Company, the compensation package, service agreements and other employment conditions for Managing/Whole Time Director(s).
- Determine on behalf of the Board of Directors of the Company the quantum of annual increments/incentives on the basis of performance of the Key Managerial Personnel.
- Formulate, amend and administer stock options plans and grant stock options to Managing / Whole Time Director(s) and employees of the Company.
- Delegate any of its power/ function as the Committee deems appropriate to Senior Management of the Company.
- Consider other matters, as from time to time be referred to it by the Board.

Details of Remuneration to all Directors

Remuneration to Executive/ Non-Executive Directors

In accordance with Section 197 of the Companies Act, 2013, if a Company has no profits in any financial year, it shall not pay remuneration to its Directors, including the Managing Director, Whole-Time Directors, or Manager, except in compliance with Schedule V of the Act.

The Company ensures that all remuneration paid to its Directors is strictly in compliance with the provisions of Schedule V of the Companies Act, 2013.

The remuneration payable to the following Directors during the year is set out below:

(Rupees in Lacs)				
Name of Director	Designation	Salary	Other Perquisites	Total **
Mr. Ajay Khanna	Managing Director	12.00	-	12.00

(* all benefits as per Company rules)

(** Does not include PF Contribution of Rs. 1.44 Lakhs)

Details of remuneration to Non- Executive Directors

Non-Executive Directors are entitled only to **sitting fees** for attending meetings of the Board and its Committees. No other remuneration, commission, or benefits are paid to them. Proper records are maintained in respect of all payments made, ensuring transparency and compliance with applicable regulations.

Nomination and Remuneration Policy

The Company's **Nomination and Remuneration Policy** governs matters relating to:

- Appointment of Directors.
- Payment of managerial remuneration.
- Qualifications, positive attributes, and independence of Directors.
- Remuneration structure for Key Managerial Personnel (KMPs), Senior Management, and other employees.

This policy ensures that remuneration is fair, reasonable, and sufficient to attract, retain, and motivate Directors and employees, while aligning with the Company's objectives and governance standards.

Stock Option Plan

The Company does not operate any **stock option plan**, and therefore such instruments do not form part of the remuneration package of Directors or employees.

Total Sitting fee paid to Independent Directors during the financial year 2025-26:

S. No.	Name of Director	Designation	Amount (In Rs.)
1	Mrs. Chhavi Prabhakar	Independent Director	Rs. 49,000/-
2	Mr. Devesh Bhargava	Independent Director	Rs. 42,000/-
3	Mr. Sunil Rai	Independent Director	Rs. 49,000/-
	Total		Rs. 1,40,000/-

Pecuniary Relationships of Non-Executive Directors

All pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company, if any, have been duly disclosed in the Financial Statements of the Company for the year ended 31st March, 2026. A copy of such disclosure also forms part of this Report, ensuring transparency and compliance with statutory requirements.

Board Annual Performance Evaluation

The Board of Directors has conducted its annual evaluation of the Board, its Committees, and individual Directors in accordance with the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI Listing Regulations.

The evaluation of the Board was carried out after seeking inputs from all Directors, based on criteria such as Board composition and structure, effectiveness of Board processes, quality of information, and overall functioning. The performance of the Committees was evaluated by the Board after obtaining inputs from Committee Members, considering factors such as Committee composition, effectiveness of meetings, and discharge of responsibilities.

The evaluation criteria were aligned with the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India (SEBI) on January 5, 2017.

In a separate meeting of Independent Directors, the performance of Non-Independent Directors, the Board as a whole, and the Chairperson of the Company was reviewed, taking into account the views of both Executive and Non-Executive Directors.

The Board and the Nomination and Remuneration Committee also reviewed the performance of individual Directors, based on criteria such as preparedness for meetings, meaningful and constructive contributions, and active participation in Board and Committee deliberations.

In the subsequent Board Meeting, the performance of the Board, its Committees, and individual Directors was discussed collectively. The evaluation of Independent Directors was undertaken by the entire Board, excluding the Director being evaluated, thereby ensuring objectivity and fairness.

Board Annual Performance Evaluation Framework

Criteria	Evaluated By	Method	Outcome
Board Composition & Structure	Board of Directors	Inputs from all Directors; SEBI Guidance Note	Ensures balanced and effective Board structure
Effectiveness of Board Processes	Board of Directors	Review of meeting processes and functioning	Improved efficiency and decision-making
Quality of Information Flow	Board & Independent Directors	Assessment of timeliness and adequacy of data	Strengthened transparency and informed decisions
Committee Composition & Functioning	Board & Committee Members	Evaluation of Committee meetings and outputs	Effective oversight and compliance
Performance of Non-Independent Directors	Independent Directors (separate meeting)	Review and discussion	Objective evaluation of management-linked Directors
Performance of Chairperson	Independent Directors	Independent Directors' meeting	Fair and unbiased leadership assessment

Criteria	Evaluated By	Method	Outcome
Individual Director Contribution	Board & Nomination & Remuneration Committee	Criteria: preparedness, constructive inputs	Enhanced participation and accountability
Performance of Independent Directors	Entire Board (excluding the Director being evaluated)	Collective review	Ensures independence and objectivity

Corporate Social Responsibility (“CSR”) Committee

The Company has consistently upheld its role as a responsible corporate citizen, supporting noble causes and contributing to society through philanthropic initiatives. Over the years, the Company has partnered with NGOs and actively extended support during times of national disasters, reinforcing its commitment to community welfare and sustainable development.

Composition of Committee

In compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Board has constituted a Corporate Social Responsibility (CSR) Committee. As on 31st March, 2026, the Committee comprises:

Name of Member	Category	Designation
Mr. Sunil Rai	Independent Director	Chairman
Mr. Devesh Bhargava	Independent Director	Member
Mrs. Chhavi Prabhakar	Independent Woman Director	Member

The Committee met 1 (One) time during the year on 13th March, 2026 which was attended by all the members of the Committee.

Power and Functions:

- To formulate and update the vision, strategy and execution of CSR programs for the Company
- To oversee the Company’s integrated CSR program.
- To ensure that the CSR program is integrated and applied consistently throughout the organization
- To identify and recommend program enhancements that will increase effectiveness and overall improvement in Company performance and image.
- To apprise the Board/President regularly of the accomplishments and issues/concerns related to the integrated CSR program.
- To undertake special projects or activities which the Board / Chairman or the Committee considers necessary, and perform other tasks or duties as may be requested or delegated by the Board or the President

d). Internal Complaints Committee

The Company remains committed to ensuring a safe and harassment-free workplace for all individuals. In line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder, the Company has constituted an Internal Complaints Committee (ICC).

An **Anti-Sexual Harassment Policy**, which is gender-neutral and applicable to all employees (permanent, contractual, temporary, and trainees), has been adopted by the Company. This policy is available on the Company’s website at <https://shyamtelecom.com/investor-relations/>.

Composition of Internal Complaint Committee

The ICC was reconstituted on 27th May, 2025 and consists of:

- Mrs. Chhavi Prabhakar – Presiding Officer
- Mrs. Neeru Jolly – Member
- Mr. Devesh Bhargava – Member
- Ms. Kamini, Company Secretary – Member

Meetings & Complaints Status

- During the financial year 2025–26, the Committee convened one meeting on 13th February, 2026, with all members in attendance.
- No complaints were filed, disposed of, or pending during the year under review.

3. GENERAL BODY MEETINGS

a) Details of previous Three (3) Annual General Meetings (“AGM”)

1. 32nd Annual General Meeting (“AGM”)

- **Day, Date & Time :** Friday, 26th September, 2025 at 01.00 p.m.
- **Venue:** Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)
- **Special Resolution Passed :** Nil

2. 31st Annual General Meeting (“AGM”)

- **Day, Date & Time :** Wednesday, 31st July, 2024 at 01.00 p.m.
- **Venue:** Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)
- **Special Resolution Passed:**
 1. To re-appoint Mr. Ajay Khanna (DIN: 00027549) as Managing Director of the Company for further period of 3 (Three) years
 2. To consider the appointment of Mr. Devesh Bhargava (DIN: 02001318) as an Independent Director of the Company for the first term of 5 (Five) years

3. 30th Annual General Meeting (“AGM”)

- **Day, Date & Time :** Thursday, 28th September, 2023 at 01.00 p.m.
- **Venue:** Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)
- **Special Resolution Passed:** Nil

Postal Ballot

During the financial year under review, the Company did not seek approval of its Members through the **Postal Ballot process** for any resolution, in accordance with Section 110 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard–2 on General Meetings (“SS-2”).

4. DISCLOSURES

a) Compliance with Corporate Governance Requirements

The Company has complied with all the Corporate Governance requirements as specified under Regulations

17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Materially Significant Related Party Transactions

All disclosures pertaining to Related Party Transactions have been made in Note No. 30 to the Balance Sheet and in Form AOC-2, both of which form part of this Annual Report.

c) Vigil Mechanism / Whistle Blower Policy

Pursuant to Section 177(9) of the Companies Act, 2013 and the Listing Regulations, the Company has established a Whistle Blower Policy providing a vigil mechanism for Directors and employees to report unethical behavior, fraud, or violations of the Company's Code of Conduct.

The mechanism ensures adequate safeguards against victimization of individuals using the policy and provides direct access to the Chairperson of the Audit Committee in exceptional cases. No personnel of the Company have been denied access to the Audit Committee.

d) Disclosure of Accounting Treatment

All financial statements have been prepared in accordance with the Accounting Standards issued by the *Institute of Chartered Accountants of India (ICAI)*. The statements present a true and fair view of the Company's underlying business transactions.

e) Risk Management

The Company has established procedures to inform Board Members about risks associated with its business, their assessment, and measures for minimization.

f) Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading, along with the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, in line with SEBI regulations.

The Code requires pre-clearance for trading in the Company's shares and prohibits Directors and designated employees from dealing in Company securities while in possession of unpublished price sensitive information or during closure of the trading window. All Directors and designated employees have confirmed compliance with the Code. A certificate in this regard is annexed to this Report as *Annexure VI*.

g) Proceeds from public issue, right issue, preferential issue etc.

During the year under review, the Company did not undertake any public issue, rights issue, bonus issue, sweat equity issue, preferential issue, redemption of shares, or buy-back of shares.

The Company has not issued shares carrying differential voting rights or sweat equity shares. Further, no stock options were granted during the year.

h) Details of non-compliance by the Company, Penalties and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital market, during the last three years:

During the period under review, both NSE and BSE issued notices to the Company for a delay in compliance with Regulation 29(2)/29(3) of the SEBI (LODR) Regulations, 2015. The regulation requires prior intimation to the Stock Exchange at least two working days in advance of a Board Meeting where financial results are to be considered. The Company's intimation was sent one day late, and the Exchanges treated this as non-compliance, imposing fines accordingly.

The management clarified that the Company had duly complied with the provisions of Regulation 29(2)/29(3) and requested a waiver of the fines. However, the request was not accepted. The Company subsequently rectified the default by making payment of fines to both the Stock Exchanges on 23rd June, 2025, thereby settling the matter.

The Company paid fines of ₹11,800 each (including GST) to NSE and BSE, under protest, subject to deduction of TDS @10%.

a) **Subsidiary Company** - The Company had no subsidiary during the reporting period.

5. MEANS OF COMMUNICATION

a) Quarterly Results

The Company's quarterly financial results, along with notes, are published in one English newspaper (*Financial Express*) and one vernacular language newspaper (*Jansatta*). The results are also communicated to all Stock Exchanges where the Company's shares are listed.

b) Website / Investor Grievance ID

All results, official news, and the Annual Report are displayed on the Company's website: www.shyamtelecom.com. In compliance with Listing Regulations, the Investor Grievance ID for shareholder queries is also provided on the website: investors@shyamtelecom.com.

Various Policies Available Online

The following Board-approved policies are placed on the Company's website:

- Familiarization Programme Module
 - Nomination & Remuneration Policy
 - Performance Evaluation Policy
 - Related Party Transaction Policy
 - Sexual Harassment Policy
 - Preservation of Records Policy
 - Policy on Determining Materiality and Archival of Disclosures
 - Code of Practices and Procedures and Code of Conduct to Regulate, Monitor and Report Trading in Securities and Fair Disclosure of Unpublished Price Sensitive Information
- c) **Periodical Filings**
The Company files its financial results, shareholding pattern, and other corporate communications with the Stock Exchanges in compliance with the Listing Regulations. These filings are also available on the Company's website. Additionally, information is filed electronically with NSE through the **NEAPS portal** and with BSE through the **BSE Online portal**.
- d) **SEBI Complaints Redress System (SCORES)**
Investor complaints are processed through SEBI's centralized web-based redress system, **SCORES**. The system provides a centralized database of complaints and enables online submission of Action Taken Reports (ATRs) by the Company.
- e) **Transfer of Shares to IEPF Authority**
In accordance with statutory requirements, corporate action for transfer of shares relating to unclaimed dividends has been carried out through **NSDL**. Details of shareholders whose shares and unpaid dividends

have been transferred to the **Investor Education and Protection Fund (IEPF) Authority** are available on the Company's website and the IEPF Authority's website. Shareholders may note that unclaimed dividends and corresponding shares, along with any benefits accruing thereon, can be claimed back from the IEPF by following the procedure prescribed under the IEPF Rules. No claims in respect thereof can be made directly to the Company.

6. GENERAL SHAREHOLDERS INFORMATION

a) 33rd Annual General Meeting

Day	Friday
Date	25 th September, 2026
Time	01:00 p.m. (IST)
Venue	Through Video Conference (VC)/Other Audio Video Means (OAVM)

b) Tentative Financial Calendar

The Company follows Financial Year from 1st April to 31st March each year.

Financial Reporting for	Tentative Board Meeting Schedule (subject to change)
Quarter ending June 30, 2026	First Fortnight of August, 2026
Half Year ending September 30, 2026	First Fortnight of November, 2026
Quarter ending December 31, 2026	First Fortnight of February, 2027
Year ending March 31, 2027	Second Fortnight of May, 2027

c) Date of Book Closure/Record Date

The Books shall be closed from 19th September, 2026 to 25th September, 2026 (both days inclusive)

e) Dividend Payment Date

The Company has not declared any dividend for the financial year ended 31st March, 2026.

e) Listing on Stock Exchanges

The Company's Shares are listed on the following Stock Exchanges and the Listing Fee have been paid to the Exchanges:

Name & Address of the Stock Exchanges	Stock Code/Scrip Code
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	517411
The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai-400051	SHYAMTEL
ISIN Number (Dematerialized share)	INE635A01023

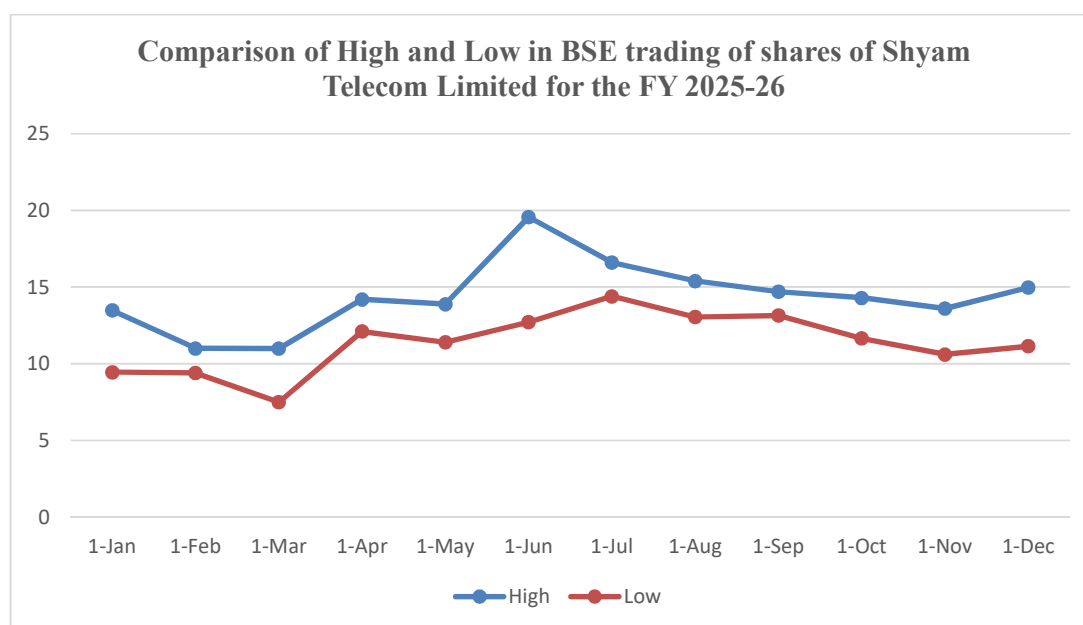
f) Stock Price Data

Monthly Highs and Lows of the Company's Equity Shares on the BSE and NSE during the financial year 2025-26 signifying the performance of the Company's equity Shares is given in the chart below:

BSE			NSE		
Month	High	Low	Month	High	Low
Apr-25	14.20	12.11	Apr-25	14.59	12.00
May-25	13.89	11.40	May-25	14.00	11.49
Jun-25	19.56	12.72	Jun-25	19.74	12.37

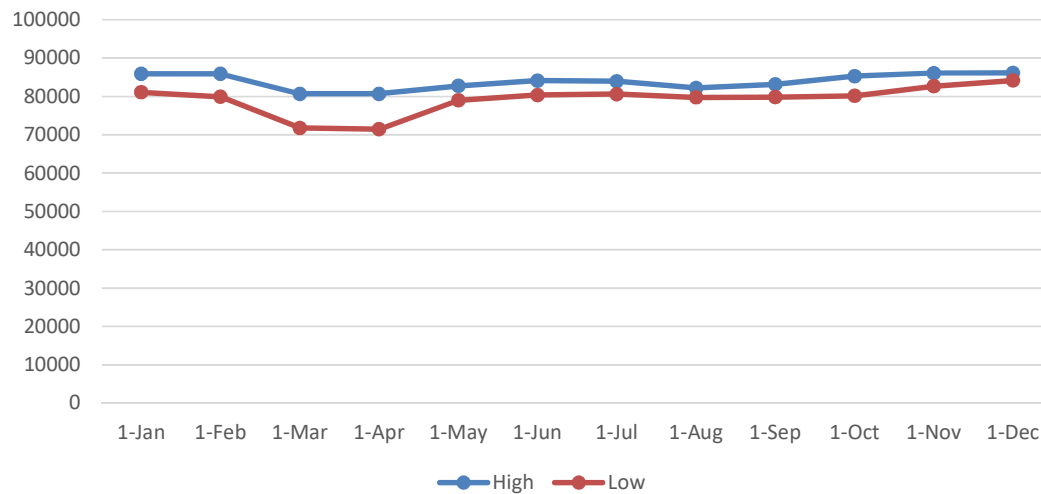
Jul-25	16.60	14.40	Jul-25	16.49	13.56
Aug-25	15.40	13.05	Aug-25	15.30	12.71
Sep-25	14.70	13.15	Sep-25	15.00	12.93
Oct-25	14.30	11.66	Oct-25	14.80	12.00
Nov-25	13.60	10.61	Nov-25	13.39	11.51
Dec-25	14.97	11.15	Dec-25	14.99	11.36
Jan-26	13.48	9.45	Jan-26	12.68	9.11
Feb-26	11.00	9.40	Feb-26	11.00	9.16
Mar-26	10.99	7.50	Mar-26	10.77	7.07

g) Comparative Stock Price Performance

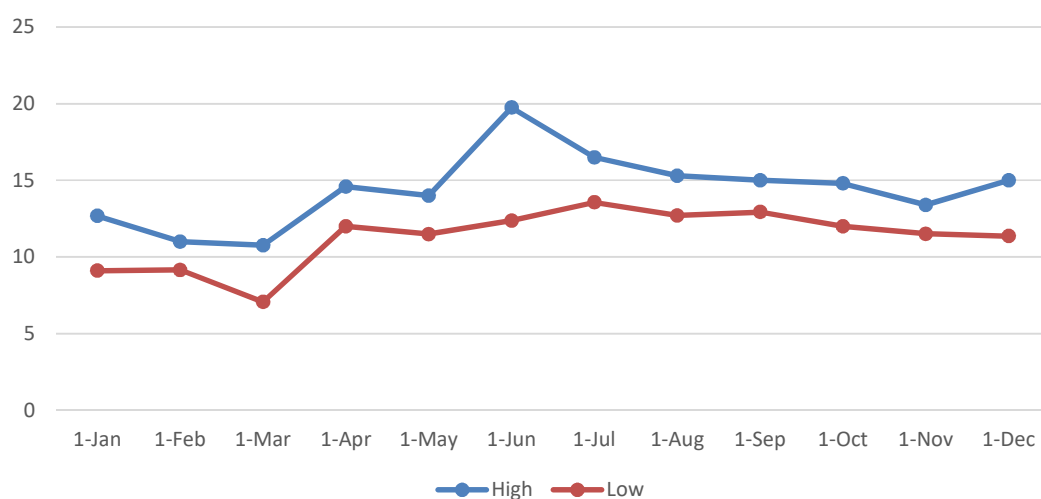


The Equity Share Prices of the Company on BSE in comparison with the BSE Sensex are given in the following graph:

Comparison of Shyam Telecom Limited Price with BSE SENSEX Index



Comparison of High and Low in NSE trading of shares of Shyam Telecom Limited for the FY 2025-26



h) Details of Share Price and Market Capitalization*:

The details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years are as follows:

	BSE			NSE		
	As on March 31, 2026	As on March 31, 2025	Increase/ (Decrease) (%)	As on March 31, 2026	As on March 31, 2025	Increase/ (Decrease) (%)
Market Price (High)	10.50	13.00	(19.23%)	9.47	14.80	(36.01%)
Market Capitalization (in Cr)	11.83	14.65	(19.25%)	10.67	16.67	(35.99%)

(Source - This information is compiled from the data available on the website of BSE and NSE)

i) Comparison of Share Price at the time of first public offer and market price of the Share of 31st March, 2025:

Market Price as on 31 st March, 2026 (BSE High)	10.50
Price at the time of initial public offer in (converted to price of each share for Face Value of 1 each)	10
% increase / (decrease) of Market price over the price at the time of initial public offer	5.00%

j) Registrar and Transfer Agents

The Company has appointed M/s **Indus Shareshree Private Limited** (formerly known as Indus Portfolio Private Limited) as its Share Transfer Agent to handle matters relating to share transfer, dematerialization, re-materialization, and other related activities.

Contact Details:

M/s Indus Shareshree Private Limited G-65, Bali Nagar, New Delhi – 110015

Email: shankar.k@indusinvest.com / rs.kushwaha@indusinvest.com

Website: www.indusinvest.com

All physical transfers, transmission, transposition, and issuance of duplicate share certificates are processed by Indus Shareshree Private Limited. Dematerialization and re-materialization of shares are handled through connectivity with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

k) Share Transfer System

Share transfer requests (including transmission and transposition) received by the Share Transfer Agent or the Company are registered within 15 days from the date of receipt, provided the documents are complete in all respects.

In compliance with the Listing Regulations, the Company obtains a **Half-Yearly Certificate of Compliance** with share transfer formalities from a Company Secretary in Practice. A copy of this certificate is filed with the Stock Exchanges where the Company's shares are listed.

l) Distribution of Shareholding:

Distribution of shareholding as on 31st March, 2026 is as follows:

PARTICULAR	NUMBER OF SHAREHOLDERS	NUMBER OF SHARES HELD	% OF SHARE-HOLDERS	% OF SHARES
Upto 100	8821	315679	73.40	2.80
101 - 500	2237	555988	18.62	4.93
501 - 1000	478	389495	3.98	3.46
1001 - 2000	233	348836	1.94	3.10
2001 - 5000	142	446442	1.18	3.96
5001 - 10000	59	435592	0.49	3.87
10001 - 20000	24	348504	0.20	3.09
20001 - 30000	5	115295	0.04	1.02
30001 - 40000	2	64375	0.02	0.57
40001 - 50000	2	95982	0.02	0.85
50001 - 100000	3	244935	0.02	2.17
100001 - 500000	4	758144	0.03	6.73
Above 500000	7	7150733	0.06	63.45
TOTAL	12,017	1,12,70,000	100.00	100.00

(Source: Aforesaid data has been provided by M/s Indus Shareshree Private Limited (Formerly known as Indus Portfolio Private Limited), Registrar and Share Transfer Agent of the Company)

m) Categories of Shareholders as on 31st March, 2026

Shareholder's Category	Holding	% of Holding
Promoter's Relatives and Association	74,55,875	66.16
Bodies Corporate (Domestic)	1,08,158	0.96
Banks & Financial Institutions	70	0.00
Central Government/State Government	35	0.00
Mutual Funds	0	0.00
Foreign Institutional Investors	0	0.00
Investor Education and Protection Fund (IEPF)	14,742	0.13
Non-Resident Indians & Overseas Corporate Bodies	7,21,809	6.40
Resident Individuals	28,44,080	25.24
Other (Clearing Member/HUF/Trust/ Unclaimed)	1,25,231	1.12
Total	1,12,70,000	100.00

n) Shareholding with more than One Percent Holding as on 31st March, 2026

Shareholder's Category	Shares	%
Intell Invofin India Private Limited	1697807	15.06
Mehrotra Invofin India Private Limited	1560877	13.85
Cellcap Invofin India Private Limited	818081	7.26
A T Invofin India Private Limited	809890	7.19
Teletec Finsec India Private Limited	803913	7.13
Cellphone Credit Securities India Private Limited	760165	6.75
Shyam Antenna Electronic Private Limited	700000	6.21

Shareholder's Category	Shares	%
Mr. Rakesh Kanwar	185500	1.65
Mr. Venkatesan Sukumar Iyer	215080	1.91
Ms. Madhvi Sharma	324660	2.88
Mr. Balaji Vishwanthan Swaminathan	151000	1.340

o) Dematerialization of Shares and Liquidity

The Securities and Exchange Board of India ("SEBI") mandated compulsory trading in Shares of the Company by all investors in electronic form. As on 31st March 2026, 1,12,50,046 Shares of the Company held by Shareholders are in dematerialized form, aggregating to 99.82 % of the Equity Share Capital. With this the problem associated with the physical delivery will now be reduced to a large extent.

p) Non-acceptance of the Recommendations of the Committees

There are no recommendations of committees of the Board which is mandatorily required and which has not been accepted by the Board.

q) Outstanding Global Depository Receipts (GDR), American Depository Receipts (ADR), Warrants or any Convertible Instruments which have likely impact on equity

The Company has no outstanding ADRs, GDRs, Warrants or any convertible instruments which have likely impact on its equity.

r) Details of the fee paid to the Statutory Auditor

During the financial year 2025-26, total remuneration paid to the Statutory Auditor during the financial year was Rs. 1,47,500 which is also mentioned in the Note No. 22 of the Financial Statements forming the part of this Annual Report.

s) Investor Query/ Address for correspondence:

The Company Secretary

Shyam Telecom Limited,

A – 60, Naraina Industrial Area,

Phase – I, New Delhi-110028, India

Telephone No: +91 11-41411070/72

Fax No: +91 11-2579 2194

t) Disclosure with respect to Demat Suspense Account / Unclaimed Suspense Account

Particulars	No. of Shareholders	Shares
Aggregate number of Shareholders and the outstanding shares in the suspense account lying as on April 01, 2025	1	14,105
Shareholders who approached the Company for transfer of shares from suspense account during the year	Nil	Nil
Shareholders to whom shares were transferred from the suspense account during the year	Nil	Nil
Shareholders whose shares are transferred to demat account of the IEPF Authority as per Section 124 of the Companies Act, 2013	Nil	Nil
Aggregate number of Shareholders and the outstanding shares in the suspense account as on March 31, 2026	1	14,105

Remarks: All the voting rights in Shares held in the unclaimed Suspense Account are frozen till the rightful owner of such Shares claim the Shares.

u) Certificate on Non-Disqualification of Directors

All the Directors of the Company have submitted a declaration stating that they are not debarred or disqualified by the SEBI / Ministry of Corporate Affairs (“MCA”) or any such other Statutory authority from being appointed or continuing as Directors of Companies. A Certificate under Regulation 34(3) read with Schedule V Para C Sub-Clause 10(i) of Listing Regulations to this effect issued by M/s Soniya Gupta & Associates, Practicing Company Secretaries is annexed herewith as “*Annexure-IV*”.

v) CFO Certification

The Chief Financial Officer (“CFO”) of the Company give annual certification of financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The Annual Certificate given by the Chief Financial Officer is annexed herewith as “*Annexure V*”.

w) Annual Declaration by Company Secretary on adherence to the STL Code of Conduct All Directors and Senior Management Personnel have affirmed compliance with the code of conduct for 2025-26 as required under Regulation 26(3) of Listing Regulations. A Declaration to this effect signed by the Managing Director of the Company is annexed to this Report as “*Annexure-VI*”. There were no materially significant transactions during the Financial Year with the Board Members and Senior Management including their relatives that had a potential conflict of interest with the Company. The code of conduct is available on the website of the Company.

x) Certificate of Corporate Governance

The Company has obtained a Certificate from M/s. Soniya Gupta & Associates, Practicing Company Secretaries confirming compliance with the conditions of the Corporate Governance as per Regulation 34(3) read with Schedule V(C) of the Listing Regulations. The said Certificate is forming the part of this report as “*Annexure VII*”.

On behalf of the Board of Directors
Shyam Telecom Limited

Sd/-
Ajay Khanna
Director
DIN: 00027549

Sd/-
Alok Tandon
Director
DIN: 00027563

Place: New Delhi
Date: 11th August, 2026

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

*Pursuant to Regulation 34 read with Schedule V of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015*

INDUSTRY AND INDIAN TELECOM SECTOR

India's telecom sector has transformed into one of the most dynamic pillars of the economy, shaping how people connect, communicate, and access services. Over the last decade, the industry has expanded at an unprecedented pace, driven by affordable tariffs, rapid mobile penetration, and the rising demand for digital connectivity. As of April 2026, India has emerged as the world's second-largest telecommunications market. The number of total telephone subscribers in India increased from 1330.58 million at the end of March 2026 to 1337.54 million at the end of April 2026, thereby showing a monthly growth rate of 0.52%. The wireless segment accounted for 96.4% of the total telephone subscriptions in April 2026 while, the wireline accounts for 3.6%. Rural tele-density has also improved steadily, reaching 60.74% in April 2026, reflecting the industry's deepening penetration in smaller towns and villages.

India leads in several indicators, secured 1st rank in "Annual investment in telecommunication services", "AI scientific publications", "ICT services exports" and "E-commerce legislation. India's telecom sector continues to demonstrate strong momentum, with gross revenue rising from US\$ 39.22 billion in FY24 to US\$ 43.42 billion in FY25. The cumulative gross revenue of telecom service providers (TSPs) surpassed the one lakh crore mark in the December 2025 quarter, reaching Rs. 1.02 lakh crore, (US\$ 12.06 billion) according to a report released by the sector regulator, Telecom Regulatory Authority of India (TRAI).

The country also ranks among the largest internet markets globally, with 1,092.79 million subscribers as of March 2026, underscoring its fast-growing digital ecosystem. According to a report by the GSM Association (GSMA) in collaboration with Boston Consulting Group (BCG), the Indian mobile economy is set to contribute significantly to GDP in the years ahead. Much of this growth has been enabled by liberal and reform-driven government policies, including deregulation of foreign direct investment (FDI), easier market access to telecom equipment, and a fair, competitive regulatory framework. Together, these efforts have ensured affordable services for consumers while making telecom one of the fastest-growing industries and a leading generator of employment opportunities in India.

GOVERNMENT INITIATIVES

In March 2026, The Government of India announced continued investments in digital infrastructure, including the BharatNet programme, with approximately USD 17.0 billion (Rs. 1.50 lakh crore) being deployed to connect 260,000 Gram Panchayats through high-speed broadband. The initiative is expected to strengthen rural connectivity, support nationwide 5G deployment, and establish the foundation for future 6G services.

5G services have been rolled out across all States and Union Territories and are now available in 99.9% of districts nationwide. As of February 2026, approximately 5.23 lakh 5G Base Transceiver Stations (BTSs) have been installed across the country, reflecting the rapid pace of network expansion.

The Telecom Technology Development Fund (TTDF) scheme of DoT supports indigenous telecom R&D. As of February 2026, 104 projects amounting Rs. 271 Crore approved for research and development of 6G technology.

To strengthen future readiness, the government is pushing for fiberisation of telecom towers. Currently, only 36% of towers are fiberised, and plans involve deploying 12 lakh towers across the country. This is expected to significantly enhance both rural and urban network quality.

The Union Budget 2026–27 has allocated Rs. 73,990 crore (US\$ 8.37 billion) to the Department of Telecommunications, with the total net outlay reaching Rs. 80,927 crore including additional funding from the Universal Service Obligation Fund (USOF), reflecting continued emphasis on rural connectivity and telecom infrastructure expansion. The

Production-Linked Incentive (PLI) scheme for telecom and networking products has been allocated Rs. 1,950 crore (US\$ 220.7 million) in the Union Budget 2026–27, reflecting a slight increase from Rs. 1,944 crores in the revised estimates for 2025–26.

Independent tower companies are expected to spend Rs. 21,000 crore (US\$ 2.42 billion) between FY25 and FY26 to expand rural networks and strengthen service quality in urban areas.

PERFORMANCE

The Company is strategically pursuing high-potential business avenues and is engaged in focused negotiations with key vendors to drive expansion and long-term value creation.

OPPORTUNITIES AND THREATS

The Indian telecom sector is expected to witness continued growth in FY 2026–27, supported by rapid technological advancements, increasing digital adoption, and sustained government and policy support. Key opportunities include the accelerated rollout of 5G networks, growing investments in 6G research and development, expansion of satellite-based connectivity, and rising demand for enterprise-grade digital and communication solutions. These developments are likely to create new revenue streams, improve connectivity, and enable telecom operators to diversify their service offerings.

However, the sector also faces several challenges. High capital expenditure requirements, regulatory and compliance complexities, intense competition, and pricing pressures may constrain profitability and financial flexibility. In addition, the rapidly evolving threat landscape, including cybersecurity risks, data privacy concerns, and network vulnerabilities, requires continuous investment in resilient infrastructure and security measures. Balancing technological investments with sustainable returns while managing regulatory and competitive pressures will remain critical for the sector during FY 2026–27.

ROAD AHEAD / OUTLOOK

The telecom sector is expected to maintain its growth momentum in FY 2026–27, supported by rapid digitalisation, increased data consumption, and strong policy impetus. The ongoing 5G rollout across urban and rural areas will enable advanced applications in IoT, AI, AR/VR, autonomous systems, and Industry 4.0. Progressive developments in 6G research, network slicing, and edge computing are likely to redefine service delivery models and open new revenue streams.

The Indian Government is planning to develop 100 smart city projects, and IoT will play a vital role in developing these cities. Indians downloaded over 24.3 billion apps on their mobiles in 2024 as compared to 25.6 billion downloads in 2023. A major force behind meeting the telecom industry's present and future technological needs is the Atmanirbhar Bharat programme. There had been UPI a push towards developing indigenous 5G technology to help India move towards 5G rapidly. India is also planning for 6G in advance and started investing in the development of 6G technology already.

Government-led infrastructure initiatives, coupled with private sector investments in fiber networks and satellite-based communication, will enhance connectivity in remote regions, fostering greater digital inclusion. Rising demand for enterprise-grade and captive networks will create opportunities in manufacturing, logistics, healthcare, and smart city projects.

However, operators will need to address key challenges, including substantial capital expenditure requirements, competitive pricing pressures, evolving regulatory frameworks, and heightened cybersecurity risks. Strategic focus

on technology innovation, network efficiency, sustainability, and customer-centric offerings will be critical for long-term competitiveness.

Overall, the sector's outlook remains positive, with strong growth prospects driven by convergence of next-generation technologies, expanding rural reach, and an increasingly digital economy.

RISKS AND CONCERNS

The primary risks and concerns for the telecom sector in 2026 centre on cybersecurity, AI-driven change, business transformation missteps, evolving regulation, high costs, talent shortages, and sustainability pressures.

Key risks include:

- **Cybersecurity and Data Privacy:** Security is identified as the top risk, exacerbated by generative AI (GenAI) adoption and increasing cyberattacks, particularly DDoS attacks and data breaches. Customer concerns about how AI is used and data is governed are high.
- **Ineffective Transformation and AI Challenges:** The push for digital transformation through new technologies—especially AI, automation, and software-based networks—creates risks if telcos fail to implement them effectively or choose the wrong strategies and partners.
- **Talent Shortages and Culture Management:** Finding and keeping skilled talent, particularly with AI and advanced network expertise, is increasingly difficult. Issues with organizational culture and inadequate upskilling also hamper transformation.
- **Financial Strain and High Debt:** High costs for spectrum licenses and network investments, combined with low average revenue per user (ARPU), limit telcos' ability to invest in next-generation infrastructure, raising sustainability concerns.
- **Regulatory Complexity and Policy Shifts:** Telcos face stricter, rapidly evolving regulations on data protection, AI, and competition (e.g., GDPR, EU AI Act). The need to adapt quickly to new compliance requirements is a growing burden.
- **Network Strain and Infrastructure Scaling:** AI-powered applications are increasing data traffic, potentially outpacing the ability of 5G and new other networks to scale reliably, risking service disruptions and outages.
- **Business Model Disruption:** Pressure to adopt asset-light strategies, split retail and wholesale operations, and adapt to new competition, including hyperscalers, satellite companies, and MVNOs, threaten traditional telco roles.
- **Sustainability Pressures:** The industry must transition to renewable energy, lower emissions, and manage climate-related risks to infrastructure, as shareholders and regulators increase their focus on ESG (Environmental, Social, Governance) concerns.
- **Customer Trust:** Declining consumer trust, if privacy, transparency, and responsible AI usage are not clearly addressed, could lead to reputational harm and regulatory penalties

HUMAN RESOURCES

The Company deeply values and recognizes the contributions of its employees, who serve as the driving force behind its growth and success. We remain committed to attracting, nurturing, and retaining talent by providing opportunities for career advancement, job enrichment, and empowering individuals to take ownership of their responsibilities. With the belief that our workforce is our most valuable asset, we foster a positive and inclusive environment that promotes collaboration, innovation, and continuous improvement. This approach not only enhances employee engagement and satisfaction but also strengthens overall organizational productivity

INTERNAL FINANCIAL CONTROLS

The Board confirms that the Company has established and maintained an adequate and effective framework of internal financial controls commensurate with the size and nature of its operations. These controls are designed to ensure the orderly and efficient conduct of business, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information, in compliance with applicable laws and regulations.

The framework is supported by documented policies, standard operating procedures, and a defined delegation of authority, enabling swift yet responsible decisionmaking while ensuring accountability at all levels. The Internal Audit function, operating independently of management, periodically reviews the adequacy and effectiveness of these controls and provides recommendations for improvement.

During the financial year 2025-26, **M/s. D R & Associates, Chartered Accountants**, acted as the Internal Auditors of the Company and have been reappointed for the financial year 2026-27. Their independent reviews have confirmed adherence to established controls, alignment with regulatory requirements, and reinforcement of governance best practices.

The Board further affirms that the Company remains committed to strengthening its internal financial control framework through continuous monitoring, periodic assessments, and timely enhancements to address evolving business risks and compliance obligations.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial performance of the Company for the financial year ended 31st March, 2026, as compared to the previous year, is presented below. Detailed information is provided in the Balance Sheet, Statement of Profit and Loss, and other accompanying financial statements forming part of this Annual Report:

(Rupees in Lacs)

PARTICULARS	Financial Year	Financial Year
	2025-26*	2024-25*
A. Revenue from Operations	-	-
B. Other Income	38.24	13.86
C. Total (A + B)	38.24	13.86
D. Total Expenses	539.99	187.73
E. Profit / (Loss) before Exceptional Items and Tax	(501.75)	(173.87)
F. Exceptional Items/Loss–Discontinuing Operations	-	-
G. Profit / (Loss) Before Tax	(501.75)	(173.87)
H. Less: Tax	0.28	9.88
I. Net Profit (F – G)	(502.03)	(183.75)
J. Other Comprehensive Income / (Loss)	(2.06)	(1.06)
K. Total Comprehensive Income (H + I)	(499.97)	(184.81)

**Figures are as per IndAS*

During the financial year 2025–26, the Company did not record any revenue from operations, consistent with the previous financial year.

Other Income increased significantly to ₹38.24 Lakhs (Previous Year: ₹13.86 Lakhs), primarily driven by higher interest income and increased miscellaneous receipts.

Total Expenditure rose sharply to ₹539.99 Lakhs as against ₹187.73 Lakhs in FY 2024–25. The increase was mainly attributable to higher finance costs and administrative expenses incurred during the year.

Consequently, the Company reported a Loss before Exceptional Items and Tax of ₹501.75 Lakhs compared to ₹173.87 Lakhs in the previous year. Despite the absence of operating revenue, this reflects a deterioration in financial results due to the substantial rise in expenditure.

No exceptional items were recorded during FY 2025–26 and FY 2024–25.

After accounting for tax expenses (including deferred tax), the Company reported a Net Loss of ₹502.03 Lakhs (Previous Year: ₹183.75 Lakhs).

Other Comprehensive Income stood at ₹2.06 Lakhs (Previous Year Loss: ₹1.06 Lakhs), resulting in a Total Comprehensive Loss of ₹499.97 Lakhs as compared to ₹184.81 Lakhs in FY 2024–25.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS AS COMPARED TO THE PREVIOUS YEAR

Ratios	2025-26	2024-25	Reason for Significant (25%) Change
Debtors Turnover	NA	NA	No Sale during the reporting year
Inventory Turnover	NA	NA	No Sale during the reporting year
Interest Coverage Ratio	NA	NA	NA
Current Ratio	0.01	0.34	No Sale during the reporting year
Debt-Equity Ratio	(1.38)	(1.63)	NA
Operating Profit Margin (%)	NA	NA	No Sale during the reporting year
Net profit Margin (%)	NA	NA	No Sale during the reporting year

DISCLOSURE OF ACCOUNTING TREATMENT

The Company's Financial Statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, and other applicable provisions of the Companies Act, 2013, as amended from time to time. The Financial Statements have been prepared in compliance with the applicable statutory and regulatory framework and reflect the Company's commitment to maintaining the highest standards of transparency, consistency, and integrity in financial reporting.

The Financial Statements have been prepared on a going concern basis, in accordance with the historical cost convention, except where otherwise required or permitted under the applicable Ind AS, and following the accrual basis of accounting. This approach ensures that income and expenses are recognised in the appropriate accounting periods and that the Financial Statements present a true and fair view of the Company's financial position, financial performance, and cash flows.

In accordance with Section 2(41) of the Companies Act, 2013, the Company follows a consistent financial year commencing on 1st April and ending on 31st March of the subsequent year for the purposes of statutory reporting, financial disclosures, and regulatory compliance.

CAUTIONARY STATEMENT

This Management Discussion and Analysis (“MD&A”) may contain certain statements concerning the Company’s objectives, expectations, projections, strategies, and future plans that constitute “forward-looking statements” within the meaning of applicable laws and regulations. Such statements are based on the Company’s current assumptions, estimates, assessments, and beliefs, which management considers reasonable as of the date of preparation. However, forward-looking statements are inherently subject to risks, uncertainties, and assumptions, and actual results, performance, financial condition, or achievements may differ materially from those expressed or implied by such statements.

These risks and uncertainties may include, but are not limited to, changes in economic and business conditions; fluctuations in market demand and supply; volatility in input costs and prices; climatic conditions and variations; natural disasters; technological and operational developments; changes in applicable laws, government policies, regulations, and taxation regimes; geopolitical and market developments; and other factors beyond the Company’s reasonable control.

The Company does not undertake any obligation to update, revise, or publicly disclose any forward-looking statements, whether as a result of new information, future events, changes in circumstances, or otherwise, except where required under applicable laws or regulations. Accordingly, readers are cautioned not to place undue reliance on such statements. Neither the Company nor its management assumes any responsibility or liability for any loss, damage, cost, or other consequence arising directly or indirectly from reliance on, or decisions made based on, any forward-looking statements contained herein.

For and on Behalf of the Board of Directors Shyam Telecom Limited

Sd/-
Ajay Khanna
Director
DIN: 00027549

Sd/-
Alok Tandon
Director
DIN: 00027563

Place: New Delhi
Date: 11th August, 2026

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V, Para C, Sub-Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Shyam Telecom Limited
(CIN: L32202RJ1992PLC017750)
Shyam House, Plot No. 3, Amrapali Circle,
Vaishali Nagar, Jaipur, Rajasthan-302021, India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Shyam Telecom Limited** having **CIN: L32202RJ1992PLC017750** and having registered office at Shyam House, Plot No. 3, Amrapali Circle, Vaishali Nagar, Jaipur, Rajasthan-302021, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para-C, Sub-Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Soniya Gupta & Associates
Company Secretaries

Sd/-
Soniya Gupta
Proprietor
M. No.: FCS 7493
COP No.: 8136
PRFRN: 1548/2021
UDIN: F007493H001158654

Date: 11th August, 2026
Place: New Delhi

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To,
The Board of Directors,
Shyam Telecom Limited**

We, Ajay Khanna, Managing Director and Vinod Raina, Chief Financial Officer of the company hereby certify to the Board that:

- a. We have reviewed Financial Statements and the Cash Flow Statement for the financial year ended 31st March, 2026, and to the best of our knowledge and belief we are in a position to say that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or in violation of the Company's code of conduct.
- c. We accept full responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and state that there is no deficiency in design and operation of the internal control system.
- d. We have intimated the auditors and the audit committee
 - i. that no changes took place in the internal control over financial reporting during the financial year ending 31st March, 2026.
 - ii. that no changes in the accounting policies have been made during the financial year.
 - iii. there were no frauds committed in the company in which the management was involved

**By order of the Board of Directors
For Shyam Telecom Limited**

**Sd/-
Ajay Khanna
(Managing Director)**

**Sd/-
Vinod Raina
(Chief Financial Officer)**

**Date: 11th August, 2026
Place: New Delhi**

DECLARATION BY MANAGING DIRECTOR FOR COMPLIANCE WITH CODE OF CONDUCT

I, Ajay Khanna, Managing Director of Shyam Telecom Limited, under pursuant to the requirements of Regulation 34(3) read with Schedule V (Part D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby declare and confirm that:

All Members of the Board of Directors and all Senior Management Personnel of the Company have, for the financial year ended 31st March, 2026, affirmed compliance with the provisions of the ***“Code of Conduct for Members of the Board of Directors and Senior Management Personnel”*** as duly adopted by the Company.

This declaration is being made in compliance with the aforesaid provisions and forms part of the Annual Report of the Company for the financial year ended 31st March, 2026.

**For & on the behalf of Board of Directors
Shyam Telecom Limited**

**Sd/-
Ajay Khanna
DIN: 00027549
Managing Director**

**Date: 11th August, 2026
Place: New Delhi**

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
The Members of
Shyam Telecom Limited
(CIN: L32202RJ1992PLC017750)
Shyam House, Plot No. 3, Amrapali Circle,
Vaishali Nagar, Jaipur, Rajasthan-302021, India

I have examined the compliance of the conditions of Corporate Governance by **Shyam Telecom Limited** ('the Company') for the year ended on March 31, 2026, as stipulated under Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, as adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of our information and according to the explanations given to me, I certify that the Company has complied with the:

- a) All the mandatory conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) All mandatory conditions of Clause 49 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Soniya Gupta & Associates
Company Secretaries

Sd/-
Soniya Gupta
(Proprietor)
M. No.: FCS 7493
COP No.: 8136
PRFRN: 1548/2021
UDIN: F007493H001158687

Date: 11th August, 2026
Place: New Delhi

INDEPENDENT AUDITOR'S REPORT

**To the Members of
SHYAM TELECOM LIMITED**

**Report on the Financial Statements
Financial Year ended on 31.03.2026**

1. Opinion

We have audited the financial statements of SHYAM TELECOM LIMITED ("the Company"), which comprise the balance sheet as at March 31st, 2026, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at that date, and its loss, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Material Uncertainty Related to Going Concern

We draw attention to the statement of profit and loss, which indicates that the Company incurred a net loss of Rs.502.03 lakhs during the year under report (LY- Rs. 183.76 lakhs) and, as of that date the Company's current liabilities exceeded its total assets by Rs.3295.53 Lakhs (LY- Rs 2795.96 lakhs). Also the net worth of the company has fully eroded. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. However, the financial statements of the company have been prepared on a going concern basis for the reason declared by management in Note no. 35

Our opinion is not modified in respect of this matter.

4. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	How our audit Addressed the Key Audit Matter
1	Uncertain Taxation Matters: The Company has material uncertainty relating to tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. (Refer Note no. 25 to the Financial Statements.)	Principal Audit Procedure: We have obtained details of completed tax assessments and demands up to March 31st, 2025 from management. We assessed the management's underlying assumptions in estimating the tax provisions and the possible outcome of the disputes. We also considered legal precedence and other rulings, including in the company's own cases, in evaluating management's position on these uncertain tax positions.
2	Provisions and contingent liabilities: There are a number of legal, regulatory and tax cases against the Company. High level of judgement is required in estimating the level of provisioning required. Refer to note no. 25, 26 & 27 of Financial statements	Principal Audit Procedure: We analyzed the current status of the tax cases. For legal, regulatory and tax matters our procedures included the following: • Testing key controls over litigation, regulatory and tax procedures; • Performing substantive procedures on the underlying calculations supporting provisions recorded. • Where relevant, reading external legal opinions obtained by management; • Meeting with regional and local management and reading relevant correspondence; • Discussing open matters with the Company litigation, regulatory, general counsel and tax teams; • Assessing management's conclusions through understanding precedents set in similar cases; and Based on the evidence obtained, and the related disclosures in note no. 25, 26 & 27 of the financial statements, we conclude that the disclosure was sufficient.

3	Amount recoverable from / payables to foreign parties pending for settlements due to non-receipts of approvals from Reserve Bank Of India or Statutory Authorities : There are a number of cases where amount recoverable from / payable to foreign parties are pending for settlements due to non-receipt of necessary approvals from Reserve Bank of India. High level of judgment is required in estimating the possible outcome of these cases. Refer to note no. 26 & 27 of Financial statements.	Principal Audit Procedure We analyzed the following areas with respect to pending foreign balances: • In case of amount recoverable, calculation of foreign exchanges fluctuation gain/loss with the prevailing rate; • Performing substantive procedures on the underlying calculations supporting the provisions recorded with respect to foreign debtors, • Where relevant, reading external legal opinions obtained by management; • Obtaining relevant correspondence filed with regulatory and statutory authorities for necessary approvals with regard to outstanding balances; • Discussion with the management about the recoverability from debtors and paying off the creditors in near future; Based on the evidence obtained, and the related disclosures in note no. 26 & 27 of the financial statements, conclude that the disclosure was sufficient.
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5. Other Matters

Following are the details of amounts pending to be received/ paid to the foreign parties by the company due to pending approvals from Reserve Bank of India and other statutory authorities:

- An amount of Rs. 42.82 Cr (L.Y. Rs. 42.82 Cr.) being advances from customers classified under the head “Other Current Liabilities” are in process of being settled for a long time.
- An amount of Rs. 2.26 (Cr L.Y. Rs. 2.26 Cr.) being Sundry Creditors classified under the head “Trade Payables’ are in process of being settled for a long time.
- An amount of Rs. 28.10 Crore, Dr (L.Y. Rs. 28.10 Crore, Dr.) being Loan to Subsidiary Classified under “Loans-Doubtful’. The company had already made a provision of Rs. 28.10 Crore, Dr (L.Y. Rs. 28.10 Crore) (27.89 crore + 0.21 crore) against such doubtful advances in previous years.

All the above-mentioned amounts are long overdue and Company is following up with statutory authorities for necessary approvals.

Our opinion is not qualified in respect of above matter.

6. Other Information in documents containing Audited Financial Statements:

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report or management report and Chairman's Statements, but does not include the consolidated financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon. SA720 “Auditor’s Responsibilities relating to Other Information” requires it in connection with our audit of the financial statements.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

7. Management’s and Board of Directors’ Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

8. Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143 (3)(i) of the companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls at the end of the year .
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as going concern . If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion . Our conclusions are based on the audit evidence obtained up to the date of our auditor's report . However , future events or conditions may cause the company to cease to continue as going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Assess the Materiality in financial statements.
 - a) Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable users of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the financial statements.
 - b) We communicate with those charged with governance regarding among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
 - c) We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence , and where applicable, related safeguards.

9. Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**"; a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.\

10. As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind-AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting standards) Rules, 2015.
- e) In our opinion there is no observation or comment to be made by us on financial transactions or matters which have any adverse effect on the functioning of the company.
- f) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on that date from being appointed as a director in terms of Section 164(2) of the Act.
- g) In our opinion, we do not find any qualification , reservation or adverse remark to be made by us relating to the maintenance of accounts and other matters connected therewith
- h) With respect to the adequacy of the internal financial controls with reference to financial statement of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure -B**”.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company has disclosed the impact of pending litigations as at 31st March 2026 in its financial position in its financial statements -Refer Note 25 to the financial statements;
 - b) The Company has made provision as required under the applicable law or accounting standards for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d) (i) Whether the management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

It has been so represented by the management that no such funds have been advanced, loaned or invested and no such guarantee security or the like has been provided
 - (ii) Whether the management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

It has been so represented by the management that no such funds have been received and no such guarantee security or the like has been provided

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.

- e) No dividend is declared or paid during the year by the Company.
- f) Whether the company has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.”

Based on our examination carried out in accordance with the Implementation Guidance on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules ,2014 (Revised 2024 Edition) issued by ICAI, which includes test checks, we report that the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Our examination of the audit trail was in the context of an audit of financial statements carried out in accordance with the Standard of Auditing and only to the extent required by Rule 11(g) of the said rules. We have not carried out any audit or examination of the audit trail beyond the matters required by the aforesaid Rule 11(g) nor have we carried out any standalone audit or examination of the audit trail.”

- g) With respect to the matters to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and to the best of our information and explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act and is not in excess of the limit laid down under the said section.

For Padam Dinesh & Co.
Chartered Accountants
Firm Regn.No. : 009061N

-Sd-
CA. Rakesh Aggarwal
Partner
M. No.084226
UDIN: 26084226QRRADA8240
Place: New Delhi
Date: 26-05-2026

ANNEXURE 'A' (CARO)

(Financial Year ending on 31.03.2026)

Shyam Telecom Limited

(Referred to in paragraph '9' of our report of even date)

Property, Plant & Equipment

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property Plant and Equipment & Intangible assets.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.

Description of property	Gross carrying value	Held In name of the company	Whether promoter, director or their relative or employee	Period held –indicate range, where appropriate	Reason for not being held in name of company*
Freehold Land	1.77 lakhs	Shyam Telecom Ltd.	-	-	Title held in company name
Leasehold Land	83.52 Lakhs	Shyam Telecom Ltd	-	-	Title held in company name*
Building	308.00 Lakhs	Shyam Telecom Ltd	-	-	Title held in company name

*Pending litigation with Department of Industries, Baddi in the court of SDM Baddi, Himachal Pradesh

- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment or Intangible assets or both during the year.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

2. Inventory

- a) The company has not held any inventory during the year. Accordingly, clause 3(ii)(a) of the Order is not applicable.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. Accordingly, clause 3(ii) (b) of the Order is not applicable.

3. Investments, Loans and Advances etc.:

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, clause 3(iii) (a) to (iii) (f) of the Order is not applicable.

4. In our opinion and according to information and explanations given to us, the company has not given any loan, made any investment, given any guarantee, or securities covered under section 185 & 186 of the Companies Act, 2013. Further, The Company has complied with the provision of section 186 of the Companies Act, 2013 in relation to loan given & investment made.
5. In our opinion and according to information and explanation given to us, the Company has not accepted any deposits or amounts deemed to be deposits from the public covered under section 73 or any other provisions of the Companies Act 2013. Accordingly, clause 3(v) of the Order is not applicable.
6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the services provided by the company. Accordingly, clause 3(vi) of the Order is not applicable.

7. (a) Undisputed Statutory Dues:

According to records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, income Tax, Goods & Service Tax, Sales Tax, Service Tax, Wealth Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at the end of the year for a period more than six months from the date of becoming payable.

(b) Disputed Statutory Dues:

According to the information and explanations given to us, there were no dues in respect of Income Tax, Duty of Excise, Duty of Customs, Cess, Sales Tax, Service Tax, Goods and Services Tax, Value Added Tax and Wealth Tax which have not been deposited on account of any dispute **except the following:**

Name of the statute	Name of the dues	Period to which the amount pertains	Amount (Net of paid) Rs. In Lakhs	Forum where dispute is pending
Income Tax Act, 1961	TDS	Prior Years (specific years not provided in the traces portal)	4.93 (including interest, late fees etc.)	Demand O/S under sec 201 of I.T Act. This demand does not seem to be correct and is pending to be rectified by the income tax department.
		Total	4.93	

8. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

9. Loans or other Borrowings:

- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable.

Nature of borrowing, including debt securities	Name of lender*	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
	*lender wise details to be provided in case of defaults to banks, financial institutions and Government.				
NIL	NIL	NIL	Nil	NIL	NIL

- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

c) Term Loans:

According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.

- d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.

- e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

- f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- 10** (a) The Company did not raise any money by way of initial public offer or further public offer including debt instruments and term loans during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the order is not applicable.
- 11.** (a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company (No complaints received) during the year (and up to the date of this report), while determining the nature, timing and extent of our audit procedures.
- 12.** According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

13. Related Parties Transactions:

In our opinion and According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013, where applicable, and details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.

14. Internal Audit System :

- a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- 15.** In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- 16.** The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) to 3(xvi)(d) of the Order are not applicable.
- 17.** The company has incurred cash losses, stated as below :

Particulars	31.03.2026	31.03.2025
Cash loss Incurred	145.38 Lakhs	171.08 Lakhs

	Particulars	31.03.2026	31.03.2025
	PBT	-501.75	-173.88
Less:	Taxes for Earlier Years	-0.40	-10.78
Add Back:	Depreciation	13.42	13.58
Add Back:	Foreign Currency Fluctuations	-	-
Add Back:	Provision for Doubtful Debts	328.95	-
Add Back:	Provision for Doubtful Loans & Advances	23.55	-
Less Back:	Liabilities w/back (income)	-9.15	-
Less Back:	ECL Allowance Reversed (Income)	-	-
		-145.38	-171.08

18. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

19. No Material Uncertainty of meeting its Liabilities:

According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report or that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. In our opinion and according to the information and explanations given to us, there is no unspent CSR amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

21. Whether there have been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements, if yes, indicate the details of the companies and the paragraph numbers of the CARO report containing the qualifications or adverse remarks.

-----NA since this report is not of consolidated financial statements-----

For Padam Dinesh & Co.
Chartered Accountants
Firm Regn.No. : 009061N

-Sd-
CA.Rakesh Aggarwal
Partner
M. No.084226
UDIN: 26084226QRRADA8240
Date: 26-05-2026
Place: New Delhi

Annexure - “B” “Internal Financial Control Report”

(Financial Year ending on 31.03.2026)

Shyam Telecom Limited

(Referred to in Paragraph 10(h) our report of even date)

1. Opinion

We have audited the internal financial controls with reference to financial statements of Shyam Telecom Limited (“the Company”) as of March 31st, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at the end of the year, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

2. Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to financial statements based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act,.

3. Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

4. Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that:

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

5. Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Padam Dinesh & Co.
Chartered Accountants
Firm Regn.No. : 009061N

-Sd-
CA.Rakesh Aggarwal
Partner
M. No.084226
UDIN: 26084226QRRADA8240
Date: 26-05-2026
Place: New Delhi

SHYAM TELECOM LIMITED

RO - Shyam House , Plot No 3 ,Amrapali Circle ,Vaishali Nagar , Jaipur 302021

CO - A 60 Naraina Industrial Area, Phase 1 New Delhi-110028

BALANCE SHEET AS AT 31ST MARCH 2026

(₹ in lakhs)

	Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
	ASSETS			
1	Non-current assets			
a)	Property,Plant and Equipment	2	177.32	191.05
b)	Financial Assets			
	Investments	3	0.62	1.02
	Loans	4	-	-
	Other financial assets	5	23.56	22.43
c)	Income tax assets (net)	6	5.53	4.61
d)	Deferred tax assets (net)	7	2.91	1.99
e)	Other Non current assets	8	976.36	1,438.31
	Total non-current assets		1,186.30	1,659.41
2	Current assets			-
a)	Financial Assets			
	Investments		-	-
	Trade receivables	9	1.70	23.28
	Cash and cash equivalents	10	11.79	14.03
	Other balances with banks	10(a)	-	-
	Loans	11	0.18	0.50
b)	Current Tax Assets (net)	6 (a)	1.32	1.32
c)	Other current assets	12	59.37	61.10
	Total current assets		74.36	100.23
	TOTAL ASSETS		1,260.66	1,759.64
	EQUITY AND LIABILITIES			
1	Equity			
	Equity Share capital	13	1,127.00	1,127.00
	Other Equity	14	(4,428.98)	(3,929.01)
	Total Equity		(3,301.98)	(2,802.01)
2	LIABILITIES			
	Non-current liabilities			
	Provisions	15	6.45	6.06
	Total non-current liabilities		6.45	6.06

	Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
3	Current liabilities			
a)	Financial liabilities			
	Trade payables	16		
	Dues of creditors other than micro enterprises and small enterprises		231.31	239.22
b)	Other Current Liabilities	17	4,318.19	4,310.39
c)	Provisions	18	6.69	5.98
	Total current liabilities		4,556.19	4,555.59
	TOTAL EQUITY AND LIABILITIES		1,260.66	1,759.64

Significant Accounting Policies Information 1
Other Notes to Financial Statement 25-41
The accompanying notes are an integral part of these financial statements
As per our report of even date attached

For Padam Dinesh & CO.
Chartered Accountants
Firm Registration No.: 009061N

For and on behalf of the Board Of Directors

Sd/-
CA RAKESH AGGARWAL
Partner
M. NO.: 084226
UDIN: 26084226QRRADA8240

Sd/-
AJAY KHANNA
Managing Director
DIN: 00027549

Sd/-
ALOK TANDON
Director
DIN: 00027563

Date: 26-05-2026
Place : New Delhi

Sd/-
VINOD RAINA
Chief Financial Officer

Sd/-
KAMINI
Company Secretary

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 2026

(₹ in lakhs)

	Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
	INCOME			
I	Revenue From Operations	19	-	-
II	Other Income	20	38.24	13.86
III	TOTAL INCOME (I-II)		38.24	13.86
	EXPENSES			
IV	Employee benefits expenses	21	138.29	133.72
	Depreciation and amortisation expense	2	13.42	13.58
	Other Expenses	22	388.28	40.43
	TOTAL EXPENSES (IV)		539.99	187.73
V	Profit/ (Loss) before exceptional items and tax (III-IV)		(501.75)	(173.87)
VI	Exceptional items		-	-
	Other Charges		-	-
VII	Profit/ (Loss) before tax (V-VI)		(501.75)	(173.87)
VIII	Tax Expenses:	23		
	- Income Tax For Earlier Years		0.40	10.78
	- Deferred Tax		(0.12)	(0.90)
			0.28	9.88
IX	Profit/ (Loss) for the period (VII-VIII)		(502.03)	(183.75)
X	Other Comprehensive Income	24		
	Items that will not be reclassified to Statement of Profit and Loss (Credit) (P.Y.Credit)		1.26	(1.92)
	Income tax effects relating to above items (Debit)(P.Y.Credit)		(0.80)	(0.86)
			2.06	(1.06)
XI	Total Comprehensive Income (IX+X)		(499.97)	(184.81)
	Basic and Diluted Earning Per Share (Rs.)	25-41	(4.44)	(1.64)

Significant Accounting Policies Information

1

Other Notes to Financial Statement

25-41

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For Padam Dinesh & Co.

For and on behalf of the Board Of Directors

Chartered Accountants

Firm Registration No.: 009061N

Sd/-

Sd/-

Sd/-

CA RAKESH AGGARWAL

AJAY KHANNA

ALOK TANDON

Partner

Managing Director

Director

M. NO.: 084226

DIN: 00027549

DIN: 00027563

UDIN: 26084226QRRADA8240

Date: 26-05-2026

Sd/-

Sd/-

Place: New Delhi

VINOD RAINA
Chief Financial Officer

KAMINI
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2026
(₹ in lakhs)

Sr. No.	Particulars	As at MARCH 31, 2026	Year ended March 31, 2025
I	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit / (Loss) before tax	(501.75)	(173.87)
	Adjustments for:		
	Depreciation and Amortization expenses	13.42	13.58
	Interest income	(1.25)	(1.21)
	Bad debts written off	-	-
	Liabilities written back	9.15	-
	Interest and financial charges	-	-
	Allowances for doubtful debts/ advances (net) including expected credit losses	352.50	-
	Provisions for leave encashment and retirement benefit	-	-
	Dividend received	-	-
	Loss/ (Profit) on sale of Investments	-	-
	Loss/ (Profit) on sale of Assets	(0.19)	0.30
	Exchange fluctuations	-	-
	Provisions written back	-	-
	Ind As Int adjustments & Other	-	-
	FMV Loss on Investments	0.40	0.11
	Other non-cash adjustments	2.06	(1.06)
	Operating profit before working capital changes	(125.66)	(162.15)
	Movements in working capital :		
	(Increase) / Decrease in trade receivables	(307.37)	(0.61)
	(Increase) / Decrease in Inventories	-	-
	(Increase) / Decrease in loans and advances	(23.23)	(0.15)
	(Increase) / Decrease in other financial asset	(1.13)	(0.91)
	(Increase) / Decrease in Bank Balances	-	-
	(Increase) / Decrease in other current assets	1.73	185.03
	(Increase) / Decrease in Other Non-Current Assets	460.11	(3.27)
	Increase /(Decrease) in trade payables	(17.06)	(3.34)
	Increase /(Decrease) in other current liabilities	7.80	(8.31)
	Increase /(Decrease) in provisions	1.10	1.67
	Increase /(Decrease) in Other Long Term Liabilities		
	Cash Generated From / (used in) operations	(3.71)	7.96
	Less: Direct taxes paid/Deferred Tax	0.28	9.88
	NET CASH FLOW FROM OPERATING ACTIVITIES (A)	(3.99)	(1.92)
II	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of property, plant & equipments	-	-
	Investments in Mutual Funds	-	-
	Proceeds from Sale of Investments in Mutual Funds	-	-
	Proceeds from sale of property, plant & equipments	0.50	0.83

Sr. No.	Particulars	As at MARCH 31, 2026	Year ended March 31, 2025
	Investment in Bank Deposits (having original maturity of more than 3 months)		-
	Interest received	1.25	1.21
	Dividend Received		
	NET CASH FLOW FROM INVESTING ACTIVITIES (B)	1.75	2.04
III	CASH FLOW FROM FINANCING ACTIVITIES		
	Repayment of borrowings	-	-
	Interest paid	-	-
	NET CASH FLOW FROM FINANCING ACTIVITIES (C)	-	-
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(2.24)	0.12
	Cash and cash equivalents at the beginning of the year	14.03	13.91
	Cash and Cash Equivalents at the end of the year	11.79	14.03

For Padam Dinesh & CO.
Chartered Accountants
Firm Registration No.: 009061N

For and on behalf of the Board Of Directors

Sd/-
CA RAKESH AGGARWAL
Partner
M. NO.: 084226
UDIN: 26084226QRRADA8240

Sd/-
AJAY KHANNA
Managing Director
DIN: 00027549

Sd/-
ALOK TANDON
Director
DIN: 00027563

Date: 26-05-2026
Place: New Delhi

Sd/-
VINOD RAINA
Chief Financial Officer

Sd/-
KAMINI
Company Secretary

SHYAM TELECOM LTD

Notes Forming Part of Financial statements

For the year ended March 31, 2026

Note-1: MATERIAL ACCOUNTING POLICIES INFORMATION AND MEASUREMENT BASIS:

A	Company Overview
B	Statement of Compliance
C	Basis of preparation of Financial Statements
D	Use of Estimates
E	Current versus non-current classification
F	Measurement of Fair Value
G	Property, Plant and Equipment
H	Intangible Assets
I	Share Capital
J	Expenditure Incurred during Construction Period
K	Revenue Recognition
L	Inventories
M	Financial instruments
N	Product Warranty Expenses
O	Foreign Currency
P	Borrowing Costs
Q	Claims
R	Employee Benefits
S	Taxation
T	Government Grants
U	Provisions, Contingent Liability and Contingent Assets
V	Leases
W	Proposed Dividend
X	Cash and Cash Equivalent
Y	Earnings Per Share
Z	Impairment

NOTES FORMING PART OF FINANCIAL STATEMENTS

1. Material accounting policies information and basis of preparation – 31.03.2026

A. Company overview

Shyam Telecom limited ('the Company') is a Public Company domiciled and incorporated in India as a limited liability company with CIN No.: L32202RJ1992PLC017750. Its shares are listed on National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The registered office of the company is situated at Jaipur, Rajasthan.

The Company is presently primarily engaged in trading of mobile accessories and home appliances and others in India. The financial statements were authorized for issue in accordance with a resolution of the Board of Directors on 26th May, 2026 (PY-27th May, 2025)

B. Statement of Compliance:

The company hereby makes an explicit and unreserved statement that its accounts have been prepared in accordance with Indian Accounting Standards IND AS and disclosures thereon comply with requirements of IND AS, stipulations contained in Schedule- III, Division II (revised) as applicable under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015 as amended from time to time.

- a.) Accounting Policies are the Specific Principles, Practices, Conventions, applied by an entity in Preparing and Presenting Financial Statements
- b.) Accounting Policy Information focuses on how an entity has applied the requirement of IND ASs to it's own Circumstances, provides entity specific information that is more useful to users of Financial Statements and not standardized Information or information that only duplicates for summarizes the requirements of IND ASs.

C. Basis for Preparation of Financial Statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention method on accrual basis. Certain financial instruments are measured at fair values. The Ind-AS are prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

D. Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimate, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, are reflected in the financial statements in the period in which changes are made, and their effects are disclosed in the notes to financial statements.

E. Current versus non-current classification

- i) An asset is considered as current when it is:
 - expected to be realized or intended to be sold or consumed in normal operating cycle;

- Held primarily for the purpose of trading;
 - Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as noncurrent.

ii) A liability is considered as current when it is:

- Expected to be settled in normal operating cycle;
- Held primarily for the purpose of trading;
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

iii) All other liabilities are classified as non-current.

iv) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

F. Measurement of Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that participants would use when pricing the asset or liability, assuming that market participants act in their economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1– Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Input for the asset or liability that is not based on observable market data (unobservable inputs).

G. Property Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs

directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. The cost of property, plant and equipment acquired in a business combination is recorded at fair value on the date of acquisition.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the Statement of Profit or Loss when the asset is de-recognised.

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Assets	Useful life (in years)
Building	30
Plant & Equipment	15
Furniture & Fixture	10
Office Equipment	5
Computer	3
Vehicles (Motorcars)	8
Vehicles(Scooters & Bikes)	10

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Leasehold lands are amortised over the period of lease. Buildings constructed on leasehold land are depreciated based on the useful life specified in Schedule II to the Companies Act, 2013, where the lease period of land is beyond the life of the building.

In other cases, buildings constructed on leasehold lands are amortized over the primary lease period of the lands.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

H. Intangible assets

As per Ind AS 38 Intangible assets are stated at acquisition cost and other cost incurred, which is attributable to preparing the asset for its intended use, less accumulated amortization and accumulated impairment losses, if any. The cost of intangible assets acquired in a business combination is recorded at fair value on the date of acquisition. Intangible assets are amortized on straight line basis over their estimated useful economic life not exceeding ten years.

An item of intangible assets is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the Statement of Profit or Loss when the asset is de-recognized. The residual values, useful lives and methods of amortization of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

I. Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary

shares are recognized as deduction from equity net of any tax effect.

J. Expenditure incurred during Construction period

Expenditure directly relating to construction activity including trial run production expenses (net of income, if any) is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is not related to the construction activity nor is incidental thereto, is charged to the Statement of Profit & Loss.

K. Revenue Recognition

As per Ind AS 115, Revenue is recognised on a fair value basis to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- **Sale of Products**

Revenue from sale of products is recognised, when significant risks and rewards of ownership have been transferred to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of products. It also includes excise duty and excludes value added tax / sales tax. It is measured at fair value of consideration received or receivable, net of returns and allowances.

- **Rendering of Services**

Revenue from services is recognised as they are rendered based on arrangements with the customers.

- **Interest Income**

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.

- **Dividend Income**

Dividend income is recognized when the Company's right to receive such dividend is established.

L. Inventories

Inventories are valued at lower of cost or net realizable value. The cost is determined by using first-in-first-out (FIFO) method. Finished goods and work-in progress include costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

M. Financial Instruments

- **Initial Recognition and Measurement**

The Company recognizes financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are recognised on the trade date.

- **Subsequent Measurement**

- a). **Non-Derivative Financial Instruments**

Financial Assets Carried at Amortised Cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at Fair Value through Other Comprehensive Income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election for its investments were classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

Financial Assets at Fair Value through Profit or Loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

Financial Liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

b). Derivative Financial Instruments

Financial Assets or Liabilities, at Fair Value through Profit or Loss:

This category has derivative financial assets or liabilities which are not designated as hedges. Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets/ liabilities in this category are presented as current assets/ liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

c). De-recognition of Financial Instrument:

The Company derecognizes a financial asset when the contractual right to receive the cash from the financial asset expires or it transfers the financial asset. A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired.

N. Product Warranty Expenses

Liability for Warranties is recognized at the time the claim is accepted.

The necessary provisions are made with respect to warranties claimed and accepted up to the end of one month from the closure of the year.

O. Foreign Currency

- Functional Currency
- Financial statements of the Company are presented in Indian Rupees (₹), which is also the functional currency.
- Transactions and Translations

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations are included in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gain and losses are presented in the statement of profit and loss on net basis within other gains/ (losses).

P. Borrowing Costs

AS per Ind AS 23, Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use, are capitalized as part of the cost of the respective asset. All other borrowing costs are charged in the period, in which they occur in the statement of profit and loss.

Q. Claims

Claims receivables are accounted for depending on the certainty of receipt and claims payables are accounted at the time of acceptance.

R. Employee Benefits

Short term employee benefits are recognized as expenses at the undiscounted amount in the Statement of Profit & Loss of the year in which related service is rendered.

The company has defined contribution plans for post-retirement benefit, namely Employee Provident Fund Scheme administered through Provident Fund Commissioner and company contribution is charged to revenue every year.

Company contribution to state plans namely Employees State Insurance Fund & Employee Welfare Fund is charged to revenue every year.

- The company has defined benefit plan namely Leave Encashment / Compensated absence and Gratuity, the liability for which is determined on the basis of an actuarial valuation at the end of the year. Gratuity Trust is administrated through Life Insurance Corporation of India (LIC).
- Termination benefits are recognized as expense immediately.
- Gain or Loss arising out of actuarial valuation is recognized in the Statement of Profit & Loss as income or expense.

Post-employment and other long term employee benefits are recognized as an expense in the Statement of Profit and Loss for the period in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognized in other comprehensive

income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effects of any plan amendments are recognized in the statement of profit and loss.

S. Taxation

Income tax comprises of current and deferred income tax. Provision for current income tax is made after taking credit for allowances and exemptions. In case of matters under appeal, due to disallowance or otherwise, provision is made when the said liabilities are accepted by the company.

Deferred Tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for the financial reporting purposes at the reporting date.

Deferred tax assets arising from temporary timing difference are recognised to the extent there is virtual certainty that the asset will be realized in future.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT during the period such MAT is permitted to be set off under the Income Tax Act, 1961 (specified period). In the year, in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in the guidance note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified period.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

T. Government Grants

Government grant in the nature of promoter's contribution is treated as capital receipt and credited to investment subsidy account.

Grant in the nature of revenue subsidy is treated as revenue receipt and credited to profit and loss account.

U. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in notes.

Show cause notices issued by various government authorities are not considered as obligation. When the demand notice are raised against such show cause notice and are disputed by the company then these are classified as possible obligations.

V. Leases

Leases where significant portion of risk and reward of ownership are retained by the lessor are classified as operating leases and lease payments are recognised as an expense on a straight line basis in Statement of Profit and Loss over the lease term.

Finance leases that transfer substantially all of the risks and benefits incidental to ownership of the leased item, are capitalized at commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and a reduction in the lease liability so as to achieve a constant rate of interest on the remaining balance of liability.

Finance charges are recognised in finance cost in the statement of profit and loss.

W. Proposed Dividend

The final dividend on shares is recorded as liability on the date of approval by the shareholders, and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

X. Cash and Cash Equivalent

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments (original maturity less than 3 months) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

Y. Earnings per Share

The earnings considered in ascertaining the company's Earnings per Share ('EPS') comprise the profit/ (loss) for the year. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for event of bonus element in a rights issue to existing shareholders.

The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of shares, if any which would have been used in the conversion of all dilutive potential equity shares.

Z. Impairment

- **Financial Assets**

The Company recognizes loss allowances using the expected credit losses (ECL) model for the financial assets which are not fair valued through statement of profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in statement of profit and loss.

- **Non-Financial Asset**

Intangible Assets and Property, Plant and Equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognised for the asset in prior year.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31-03-2026

NOTE - 2: PROPERTY, PLANT AND EQUIPMENT

(₹ in lakhs)

Particulars	Land Free Hold	Land Lease Hold	Building	Plant & Equipment	Furniture & Fixture	Office Equipment	Computer	Vehicles	Total
As At 31-03-2024	1.77	83.52	308.00	-	18.98	97.16	39.70	100.44	649.56
Additions	-	-	-	-	-	-	-	-	-
Assets held for sale	-	-	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	20.66	20.66
As At 31-03-2025	1.77	83.52	308.00	-	18.98	97.16	39.70	79.78	628.90
Additions	-	-	-	-	-	-	-	-	-
Assets held for sale	-	-	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	6.24	6.24
As At 31-03-2026	1.77	83.52	308.00	-	18.98	97.16	39.70	73.54	622.66
Accumulated Depreciation									
As At 31-03-2024	-	-	216.49	-	18.70	91.49	37.73	79.41	443.82
Charge for the Year	-	-	10.57	-	0.04	0.68	-	2.28	13.57
Impairment loss	-	-	-	-	-	-	-	-	-
Adjustments on sale	-	-	-	-	-	-	-	19.53	19.53
As At 31-03-2025	-	-	227.06	-	18.74	92.17	37.73	62.16	437.86
Charge for the Year	-	-	10.56	-	0.02	0.67	-	2.17	13.42
Impairment loss	-	-	-	-	-	-	-	-	-
Adjustments on sale	-	-	-	-	-	-	-	5.93	5.93
As At 31-03-2026	-	-	237.62	-	18.76	92.84	37.73	58.40	445.35
Net block as at 01-04-2024	1.77	83.52	91.51	-	0.28	5.67	1.97	21.03	205.75
Net block as at 31-03-2025	1.77	83.52	80.94	-	0.24	4.99	1.97	17.62	191.05
Net block as at 31-03-2026	1.77	83.52	70.38	-	0.22	4.32	1.97	15.14	177.32

Year Location

Land free Hold is situated 5-Jan-98 Plot No. 13, Block No. 185 of Mouje Dhanot of Kalol Taluka, Dis. Mehsana

Land free Hold is situated at * 22-May-03 Plot no 32, Export Promotion Industrial Park, Phase II, Thana Baddi, Tehsil Nalagarh, Dist. Solap (H.P)

Building Is situated at ,2005 * Pending litigation with Department of industries, Baddi in the Court of SDM Baddi, Himachal Pradesh

Plot no 32, Export Promotion Industrial Park, Phase II, Thana Baddi, Tehsil Nalagarh, Dist. Solap (H.P)

*Depreciation is provided on straight line basis

NOTES FORMING PART OF FINANCIAL STATEMENTS

Sr. No.	Particulars	As at March 31, 2026	As at March 31, 2025
3	INVESTMENTS		
	Investments in Equity Instruments		
	Quoted (at FVTOCI)		
	Intec Capital Limited	0.37	0.51
	3,300 Equity Shares (Previous Year 3,300) of Rs 10/- each fully paid up		
	Reliance Communication Limited	0.25	0.51
	33,070 Equity Shares (Previous Year 33,070) of Rs. 10/- each fully paid up		
	Total - Quoted	0.62	1.02
	Unquoted		
	In Subsidiary (at cost)		
	Shyam Telecom Inc., USA#	0.04	0.04
	100 Common stock (Previous Year 100) of \$1.00 each fully paid up		
	Less: Provision for Impairment of Investments	0.04	0.04
	Total	-	-
	In Others (at FVTOCI)		
	Spanco Limited*	52.33	52.33
	1,41,426 Equity Shares (Previous Year 1,41,426) of Rs. 10/- each fully paid up		
	Less: Provision for Impairment of Investments	52.33	52.33
	Total	-	-
	Total - Unquoted	-	-
	Grand Total	0.62	1.02
	Aggregate amount of quoted investments	0.62	1.02
	Aggregate amount of market value of quoted investments	0.62	1.02
	Aggregate Amount of Unquoted Investment	52.37	52.37
	Aggregate amount of impairment in value of investments.	52.37	52.37
	* Shares of Spanco Limited was de-listed from Stock Exchanges during FY 2017-18.		
	# For descriptive notes related to Investments in Subsidiary, refer note 27.		
4	LOANS		
	Advances to Subsidiary*		
	Shyam Telecom Inc., USA		
	Advance receivable Considered Good -Unsecured	-	-

Sr. No.	Particulars	As at March 31, 2026	As at March 31, 2025
	Advance receivable - Credit Impaired	20.74	20.74
		20.74	20.74
	Less : Allowance for credit loss on advances to Subsidiary	20.74	20.74
		-	-
	Loan to Subsidiary*		
	Shyam Telecom Inc., USA		
	Loan receivable Considered Good - Unsecured	-	-
	Loan receivable - Credit Impaired	2,789.31	2,789.31
		2,789.31	2,789.31
	Less : Impairment loss Allowance	2,789.31	2,789.31
		-	-
	* For descriptive notes related to loan and advances to Subsidiary, refer note 27.		
5	OTHER NON CURRENT ASSETS		
	Security Deposit		
	Considered Good	2.85	2.85
	Considered Doubtful	1.32	1.32
		4.17	4.17
	Less: Allowance for doubtful securities deposits	1.32	1.32
		2.85	2.85
	Fixed Deposits (including accrued interest thereon) (With more than 12 Months maturity)	20.71	19.58
		23.56	22.43
6	INCOME TAX ASSET (NET)	-	
	Tax deducted at source	5.53	4.61
	Advance Tax	-	-
	Provision For Income Tax	-	-
		5.53	4.61
6(a)	Current Tax Assets (net)		
	TDS(2025-26) F.Y.	1.32	-
	TDS(2024-25) F.Y.		1.32
		1.32	1.32
7	DEFERRED TAX ASSETS (NET)		
	Deferred Tax Assets / (Liabilities) related to:		
	Loss on securities carried at fair value through other comprehensive income	0.32	(0.48)

Sr. No.	Particulars	As at March 31, 2026	As at March 31, 2025
	Disallowance under Section 43B of the Income tax Act 1961	2.59	2.47
		2.91	1.99
8	Other Non Current Assets		
	Advance to Supplier and others		
	Considered Good		-
	Related Party	1,182.80	1,315.80
	Others	245.02	245.02
	Considered Doubtful	-	-
	Related Party	-	-
	Others	-	-
		1,427.82	1,560.82
	Less : Allowance for Credit Loss On Doubtful Advances	451.46	122.51
		976.36	1,438.31
9	TRADE RECEIVABLES		
	Trade Receivables considered good - Unsecured	1.70	23.55
	Trade Receivables - credit impaired	23.55	-
		25.25	23.55
	Less: Allowance for Expected Credit Loss	-	0.27
	Less: Allowance for Bad Debt	23.55	
		1.70	23.28
	Above balances of trade receivables include balances with related parties (Refer note 30).		

Trade Receivables ageing Schedule

As At 31st March ' 2026

Particulars	Outstanding for following periods from due date of payment				
	6 Months-1Year	1-2 Years	2-3 Years	MORE THAN 3 YRS	TOTAL
Undisputed					
Considered good	1.70	-			1.70
Which have significant increase in credit risk	-	-			-
Credit impaired	-	-			-
Disputed					-
Considered good		-			-
Which have significant increase in credit risk		-			-
Credit impaired		-		23.55	23.55

Particulars	Outstanding for following periods from due date of payment				
	6 Months-1Year	1-2 Years	2-3 Years	MORE THAN 3 YRS	TOTAL
Total	1.70			23.55	25.25
Allowance for Bad Debts	-			23.55	23.55
Total	1.70	-	-	-	1.70

Trade Receivables ageing Schedule

As At 31st March 2025

Particulars	Outstanding for following periods from due date of payment				
	6 Months-1Year	1-2 Years	2-3 Years	MORE THAN 3 YRS	TOTAL
Undisputed					
Considered good	-	-		23.55	23.55
Which have significant increase in credit risk	-	-			
Credit impaired	-	-			
Disputed					
Considered good		-			
Which have significant increase in credit risk		-			
Credit impaired		-			
Total	-	-	-	23.55	23.55

Sr. No.	Particulars	As at March 31, 2026	As at March 31, 2025
10	CASH AND CASH EQUIVALENTS		
	Balance with Banks:		
	In current accounts	11.45	12.99
	In deposit accounts (including accrued interest thereon)*	-	-
	Cash on hand	0.34	1.04
		11.79	14.03
10 (a)	OTHER BALANCES WITH BANKS		
	Margin Money Deposits with Banks*	-	-
	Less: Deposits with More than 12 months maturity (including accrued interest thereon)*	-	-

Sr. No.	Particulars	As at March 31, 2026	As at March 31, 2025
	* Held as lien by banks against bank Guarantees and security deposits.		
	Fixed Deposits (*)	20.71	19.58
	Less: Non-current Fixed Deposits less than 3 months	-	-
	Less: Non-current Fixed Deposits more than 12 months	20.71	19.58
	(See Note 5)		
		-	-
11	LOANS		
	Loan and Advances receivable in cash*		
	Considered Good - Unsecured		
	Related Party	-	-
	Others	0.18	0.50
	Interest Accrued	-	-
		0.18	0.50
12	* includes loans and advances receivable from employees OTHER CURRENT ASSETS		
	GST Receivable	50.62	52.67
	Advance to Creditors	0.13	0.18
	Gratuity Receivable	7.86	7.23
	Others Receivable	-	-
	Considered Good	58.61	60.08
	Considered Doubtful	-	-
		58.61	60.08
	Less : Provision for Doubtful Advances	-	-
		58.61	60.08
	Prepaid Expenses	0.76	1.02
		59.37	61.10
13	EQUITY SHARE CAPITAL		
	Authorised Share Capital (Quantities are not rounded off)		
	5,00,00,000 Equity Shares (Previous Year 5,00,00,000) of Rs. 10/- each	5,000.00	5,000.00
	25,00,000 Preference Shares (Previous Year 25,00,000) of Rs 100/- each.	2,500.00	2,500.00
		7,500.00	7,500.00
	Issued, Subscribed and Paid Up Share Capital		
	1,12,70,000 Equity Shares (Previous Year 1,12,70,000) of Rs 10/- each, fully paid up	1,127.00	1,127.00
		1,127.00	1,127.00

(i) Reconciliation of the number of shares:

Particulars	As at March 31, 2026		As at March 31, 2025	
	No of Shares	Amount	No of Shares	Amount
Equity Shares				
Opening Balance	112.70	1,127.00	112.70	1,127.00
Issued / (buyback) during the year	-	-	-	-
Closing Balance	112.70	1,127.00	112.70	1,127.00

(ii) Rights, preferences and restrictions attached to shares:

The Company has only one class of Equity Share having par value of Rs 10/-per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holder of Equity share will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by each Share holder.

(iii) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Promoter Name	As At 31-03-2026		As At 31-03-2025	
	No of Shares held	% held in Shareholding	No of Shares held	% held in Shareholding
Intell Invofin India Private Limited	1,697,807	15.06	1,697,807	15.06
Mehrotra Invofin India Private Limited	1,560,877	13.85	1,560,877	13.85
Cellcap Invofin India Private Limited	818,081	7.26	818,081	7.26
AT Invofin India Private Limited	809,890	7.19	809,890	7.19
Teletec Finsec India Private Limited	803,913	7.13	803,913	7.13
Cellphone Credit & Securities India Private Limited	760,165	6.75	760,165	6.75
Shyam Antenna Electronic Limited	700,000	6.21	700,000	6.21

(iv) There are no shares issued for consideration other than cash and no shares have been bought back in last five years.

(v) There are no shares reserved for issue under options or other purpose

(vi) Shares held by promoter at the end of the year:

S.No	Promoter Name	AS AT 31-03-2026		AS AT 31-03-2025	
		No. of shares	Percentage of total Shares	No. of shares	Percentage of total Shares
1	Intell Invofin India Private Limited	1,697,807	15.065%	1,697,807	15.065%
2	Mehrotra Invofin India Private Limited	1,560,877	13.850%	1,560,877	13.850%
3	Cellcap Invofin India Private Limited	818,081	7.259%	818,081	7.259%
4	AT Invofin India Private Limited	809,890	7.186%	809,890	7.186%
5	Teletec Finsec India Private Limited	803,913	7.133%	803,913	7.133%
6	Cellphone Credit & Securities India Private Limited	760,165	6.745%	760,165	6.745%
7	Shyam Antenna Electronics Limited	700,000	6.211%	700,000	6.211%
8	Rakesh Kanwar	185,500	1.646%	185,500	1.646%
9	Rajiv Mehrotra	53,130	0.471%	53,130	0.471%

NOTES FORMING PART OF FINANCIAL STATEMENTS

10	Swapna Tandon	17,570	0.156%	17,570	0.156%
11	Shammi Khanna	17,500	0.155%	17,500	0.155%
12	Shakti Sarup Puri *	10,000	0.089%	10,000	0.089%
13	Tanu Arora	8,750	0.078%	8,750	0.078%
14	Ajay Khanna	4,553	0.040%	4,553	0.040%
15	Ashish Paul	4,500	0.040%	4,500	0.040%
16	Inter city cable system pvt ltd	1,749	0.016%	1,749	0.016%
17	Arush Tandon	1,295	0.011%	1,295	0.011%
18	Arun Kumar Khanna	490	0.004%	490	0.004%
19	Renu Mehrotra	35	0.000%	35	0.000%
20	Udit Mehrotra	35	0.000%	35	0.000%
21	Akash khanna	35	0.000%	35	0.000%
		7,455,875	66.157%	7,455,875	66.157%

* Since deceased in FY 2020-21 Shares in Demat Pending Transfer

Sr. No.	Particulars	As at March 31, 2026	As at March 31, 2025
14	OTHER EQUITY		
	Retained Earning		
	As per last Balance Sheet	(3,929.01)	(3,744.20)
	Add: Net Profit / (Loss) for the year	(502.03)	(183.75)
	Add: Remeasurement gain of defined employee benefit obligations	-	-
	Add: Transfer from other comprehensive income	2.06	(1.06)
		(4,428.98)	(3,929.01)

* Investment Subsidy Reserve of Rs.15 Lac and OCI Reserve of Rs.(13.49) have been regrouped in Retained Earnings In Earlier Years)

Sr. No.	Particulars	As at March 31, 2026	As at March 31, 2025
15	PROVISIONS		
	Provision for employee benefits		
	Leave Encashment	6.45	6.06
		6.45	6.06
16	TRADE PAYABLES		
	Total outstanding dues of micro enterprises and small enterprises*	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises	231.31	239.22
		231.31	239.22

NOTES FORMING PART OF FINANCIAL STATEMENTS

*As per the information available with the company, there is no supplier marked as Micro, small and medium Enterprises and hence no such amount is payable.

Trade Payable Ageing schedule

3/31/2026

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	TOTAL
Undisputed	-	-	-	-	-
MSME	-	-	-	-	-
Others	4.97	-	-	226.34	231.31
Total	4.97	-	-	226.34	231.31

Trade Payable Ageing schedule

3/31/2025

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	TOTAL
Undisputed	-	-	-	-	-
MSME	-	-	-	-	-
Others	3.74	-	-	235.48	239.22
Total	3.74	-	-	235.48	239.22

Sr. No.	Particulars	As at March 31, 2026	As at March 31, 2025
17	OTHER CURRENT LIABILITIES		
	Advance from Customers & Others	4,282.38	4,282.38
	Statutory Dues Payable	3.11	2.84
	Employees related Liabilities	28.89	21.39
	Other Payable	3.81	3.78
	Operating Lease Liability	-	-
		4,318.19	4,310.39
18	PROVISIONS		
	Provision for employee benefits		
	Leave Encashment	6.69	5.98
		6.69	5.98
19	REVENUE FROM OPERATIONS		
	Sale of Goods	-	-
	Other Operating Revenue	-	-
	Less: self consumption	-	-
	Total	-	-
20	OTHER INCOME		
	Interest Income		
	Interest on Bank Deposits	1.25	1.21
	Other Income		
	Liabilities written Back	9.15	-

NOTES FORMING PART OF FINANCIAL STATEMENTS

Sr. No.	Particulars	As at March 31, 2026	As at March 31, 2025
	Profit on sale of Fixed Asset	0.19	-
	Other Miscellaneous Incomes	15.38	0.04
	Other Income (Consultancy)	12.00	12.00
	Expected Credit Loss Reversed	0.27	0.61
	TOTAL	38.24	13.86
21	EMPLOYEE BENEFITS EXPENSES		
	Salary, Wages & Bonus	124.64	119.99
	Contributions to Provident Fund and Other Funds	10.86	10.06
	Staff Welfare	2.79	3.67
		138.29	133.72
	For descriptive notes on disclosure of defined benefit obligation, refer note 32.		
22	OTHER EXPENSES		
	Repair and Maintenance to:		-
	Plant & Machinery	0.10	0.12
	Office	0.01	-
	Vehicles	1.92	4.11
	Directors Sitting Fees	1.65	2.08
	Auditor's Remuneration :	-	-
	Audit Fee	1.48	1.48
	Other Services	-	-
	Bank Charges	0.06	0.03
	Communication Expenses	2.99	2.77
	Travelling & Conveyance	1.05	1.05
	Insurance	0.55	0.70
	Rent	2.83	2.83
	Advertisement & Publicity	1.40	2.00
	Legal & Professional Expenses	6.40	7.16
	Listing Fee	8.50	9.44
	AGM Expenses	0.39	0.48
	Membership & Subscription	0.13	0.34
	Rates & Taxes	0.34	0.33
	Provision for Doubtful Debts*	328.95	-
	Bad Debts Written Off	0.05	-
	Provision for Doubtful Loans & Advances	23.55	-
	Watch & Ward	3.64	3.52
	Other Miscellaneous Expenses	2.29	1.99

NOTES FORMING PART OF FINANCIAL STATEMENTS

Sr. No.	Particulars	As at March 31, 2026	As at March 31, 2025
		388.28	40.43
	*Includes Allowance for Expected Credit Loss		
23	TAX EXPENSES		
	Current Tax (including taxes for earlier years)	0.40	10.78
	Deferred Tax	(0.12)	(0.90)
	Total tax expenses recognised in current year	0.28	9.88
	* The Company has unabsorbed depreciation and brought forward business losses on which no deferred tax asset has been recognised. Deferred tax asset shall be created in the year in which the Company will have reasonable certainty of future taxable income as required by Indian Accounting Standard 12 - "Income Taxes" as specified under Section 133 of the Companies Act, 2013 read with relevant rules there-under.		
24	OTHER COMPREHENSIVE INCOME		
	Items that will not be reclassified to Statement of Profit and Loss		
	Remeasurement of gains / (losses) on defined benefit plans	1.66	(1.81)
	Change in fair value of equity instruments	(0.40)	-0.11
		1.26	(1.92)
	Income tax effects relating to above items	(0.80)	-0.86
		2.06	(1.06)

SHYAM TELECOM LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

For The Year Ended 31-3-2026

25. Contingent Liabilities: (Rs. In Lacs)

	Current Year	Previous Year
Income Tax	4.93	17.10
Others*	83.52	83.52

*Show Cause notice received by Company for cancellation of Leasehold Plot allotted by Department of Industries, Baddi, Himachal Pradesh and company is defending the same in the court of Sub divisional Magistrate, Baddi, Himachal Pradesh.

26. An amount of Rs.42.82 crore (PY Rs. 42.82 crore, cr.) being advances from customers classified under the head "Other Current Liabilities" are in process of being settled for a long time. An amount of Rs. 2.26 crore (PY 2.26 crore, cr.) being Sundry Creditors classified under the head "Trade Payables" are in process of being settled for a long time. An amount of Rs. 28.10 cr (PY 28.10 crore, dr.) being Loan to Subsidiary Classified under "Loans-Doubtful". The company had already made a provision of Rs. 28.10 (PY 28.10 crore) against such doubtful advances in previous years. All the above-mentioned amounts are long overdue and Company is following up for approvals.
27. In the earlier years, the Company had invested in the share capital of wholly owned subsidiary Shyam telecom Inc. (STI), USA and given advance against share capital and extended long term loans to STI and accordingly, an amount of Rs. 20.74 Lacs (PY Rs 20.74 Lacs, dr.) and Rs.2789.31 lacs (PY Rs 2789.31 Lacs, dr.) are outstanding as on the year end against such advance and loans, respectively. The Subsidiary company had liquidated all assets and had accumulated losses amounted to Rs. 2124.63 lacs (PY Rs 2124.63 Lacs,). Shyam Telecom Inc. (Corporation), erstwhile subsidiary of the Company has been dissolved as per the certificate issued by State Of Delaware (USA) pursuant to Section 275 and 391 (a) (b) (c) with effect from 22nd December, 2015. Accordingly, The Company had made provisions against advances given for share capital and long term loans amounting to US\$ 33,94,344 (33,69,294+25,050) and provided impairment loss against investment made, in the earlier years. An application to write-off the same post dissolution has been made which is subject to approval from Reserve Bank of India. Since the corporation has already been dissolved w.e.f. 22nd December, 2015, the same will be written off after taking necessary approval from RBI. However, full provision and impairment loss for the same is already been made in the books of account.
28. The Company is exposed primarily to market risk, credit risk and liquidity risk which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

Market Risk:

Market risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. It is a risk of changes in market prices due to foreign exchange rate changes and interest rates that will fluctuate affecting company's revenue and the value of its financial instruments.

a). Interest Rate Risks

The company does not have any floating interest bearing borrowings as on 31st March 2026 and 31st March 2025. Hence, company is not exposed to any significant interest rate risks.

b). Foreign Currency Risks

The company has following un-hedged foreign currency risks on financial assets and financial liabilities

(In Lacs)

Particulars	Foreign Currency Exposure(FCE) in	FCE at at 31-3-26	FCE as at 31-3-25	INR as At 31-3-26	INR as At 31-3-25
Trade Receivables	USD	-	-	-	-
Advance From Customers	USD	51.73	51.73	4282.37	4282.37

Credit Risk:

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due, causing financial loss to the company. Credit risk arises from company's activities in investments and outstanding receivables from customers.

Liquidity Risk:

Liquidity risk arises from the inability to meet cash flow commitments on time. Prudent liquidity risk management implies maintaining sufficient stock of cash and marketable securities.

Maturity analysis of non-derivative financial liabilities:

a). As on 31.03.2026

(In Lacs)

Particulars	Below 3 Months	3 to 12 months	1-5 Years	More than 5 years	Total
Trade Payables		4.97		226.34	231.31

b). As on 31.03.2025

Particulars	Below 3 Months	3 to 12 months	1-5 Years	More than 5 years	Total
Trade Payables		3.74		235.48	239.22

The company does not have obligation towards derivate financial liabilities.

The company maintains stock of appropriate cash and marketable securities to mitigate its short-term liquidity risks.

29. Fair Value Measurement :

(In Lacs)

A. Financial Assets	Level of InformationUsed	Carrying Amount as At 31-3-26	Carrying Amount as At 31-3-25
At amortized cost			
-Trade Receivables		1.70	23.28
-Loans		0.18	0.50
-Cash & Bank Balances (Including FDR)		32.50	34.14
At Fair value Through Other comprehensive Income			
-Investments	Level 1	0.62	1.02
B. Financial Liabilities			
At Amortized Cost			
-Trade Payables		231.31	239.23

30. Related Party Disclosures:

A. Related Party Relationship:

a). Key Management Personnel and relative of Key Management personal :

Mr. Rajiv Mehrotra, Mr. Alok Tandon, Mr. Arun Kumar Khanna, Mr. Ajay Khanna,
Mr. Sunil Rai, Mr. Devesh Bhargava, Ms. Chhavi Prabhakar, Ms. Nishi Arora Sabharwal,
Mr. Rakesh Malhotra, Mr. Vinod Anand Juneja, Mr Vinod Raina, Ms. Kirti Kesarwani, Ms. Kamni

b). Enterprises over which key management personnel & their relatives are able to exercise significant influence:

- i. Shyam Communication Systems
- ii. Intercity Cable Systems Pvt Ltd
- iii. Think of Us Private limited
- iv. Think of Technologies Pvt limited
- v. RMS Automation Systems ltd

B. Transactions with the above related parties are as follows:

(All figures in Rs Lacs)

	Particulars	Subsidiaries	Enterprises over which key management personnel & their relatives are able to exercise significant influence	Key Management Personnel And their Relatives	Total	Subsidiaries	Enterprises over which key management personnel & their relatives are able to exercise significant influence	Key Management Personnel And their Relatives	Total
		Current Year Ended 31-3-26	Current Year Ended 31-3-26	Current Year Ended 31-3-26	Current Year Ended 31-3-26	Previous Year Ended 31-3-25	Previous Year Ended 31-3-25	Previous Year Ended 31-3-25	Previous Year Ended 31-3-25
1.	Transactions with related party during the year								
a	Rent Paid(Dr) / others(Cr)								

	Shyam Communication Systems	--	4.42		4.42		2.18		2.18
	Sub Total	-		-	-	-	2.18	-	2.18
b	Compensation								
	Ajay Khanna			13.44	13.44			13.44	13.44
	Vinod Raina			24.00	24.00			24.00	24.00
	Kamini			8.18	8.18			1.60	1.60
	Kirti Kesarwani			-	-			6.06	6.06
	Sub Total	-	-	45.62	45.62	-	-	45.10	45.10
c	Sitting Fee								
	Devesh BhargavaShyam			0.42	0.42			0.27	0.27
	Sunil Rai			0.49	0.49			0.30	0.30
	Chhavi Prabhakar			0.49	0.49			0.56	0.56
	Nishi Arora Sabharwal			-	-			0.33	0.33
	Vinod Juneja			-	-			0.10	0.10
	Rakesh Malhotra			-	-			0.20	0.20
	Sub Total	-	-	1.40	1.40	-	-	1.76	1.76
	Provisions								
2.	Amount receivable/ payables to related at the year End								
a	Amount Receivable								
	Shyam Communication Systems		1.70		1.70				
	Think of Us India Pvt. Limited	0	-		-		21.04		21.04
	Think of Technologies Pvt Ltd.	0	-		-		0.57		0.57
	RMS Automation Systems Ltd		853.85		853.85		1315.80		1315.80
	Sub Total		855.55	-	855.55		1337.41	-	1337.41
b	Amount Payables								
	Shyam Communication Systems				-		2.72		2.72
	Sub Total	-		-	-	-	2.72	-	2.72

c	Compensation Payable								
	Ajay Khanna			13.92	13.92			6.96	6.96
	Vinod Raina			2.33	2.33			1.33	1.33
	Kamini			0.62	0.62			0.48	0.48
	Sub Total	-	-	15.87	15.87	-	-	8.77	8.77
					.				.
d	Sitting Fees								
	Devesh Bhargava...	-	-	0.38	0.38				
	Shyam								
	Sunil Rai	-	-	0.44	0.44				
	Chhavi Prabhakar	-	-	0.44	0.44				
	Sub Total	-	-	1.26	1.26	-	-	-	-
e	Security deposit Recoverable								
	Shyam Communication Systems		2.40	-	2.40		2.40		2.40
	Sub Total	-	2.40	-	2.40	-	2.40	-	2.40

31. The figures of Long-term / Short-term borrowings, Trade payable, Trade receivables & Other Current Assets and Loans and Advances shown in the foregoing Balance sheet are subject to confirmation.
32. In the opinion of Board of Directors, PPE , Current Assets, Loans and Advances have a value on realisation in ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet and provision for all liabilities have been made in the Accounts, which has been relied upon by the auditors.
33. The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

These benefits are funded. The following tables summarises the components of net benefit expense recognized in the Statement of profit and loss and the funded status and amounts recognized in the balance sheet.

The Company has calculated the various benefits provided to employees as under:

A. Provident Fund & Other fund

During the year the Company has recognized Rs. 8.90 Lacs (previous Year Rs 8.59 Lacs) towards contribution to PF in the Statement of Profit and Loss .

B. State Plans

Employer's contribution to Employee State insurance

During the year, the Company has recognised Rs. 0.67 Lacs (Previous year Rs. 0.65Lacs) towards contribution to ESI in the Statement of Profit and Loss.

C. Defined Benefit Plans

The actuarial valuation carried out is based on following assumption:

a). Contribution to Gratuity Fund - Employee's Gratuity Fund.

Table 1: Principal Assumptions used for the purposes of this valuation are as follows:-

Financial Assumptions	As on 31-3-26	As on 31-3-25
Interest Rate for Discounting	6.9%	6.6%
Salary Increase Rate	5.5%	5.5%
Demographic Assumptions		
Retirement Age:	58	58

Mortality: Published rates under Indian Assured Lives Mortality (2012-14) ultimate table.

Rates of Indian Assured Lives Mortality (2012-14) ultimate table at specimen ages are as shown below:

Age (years)	Rates	Age (years)	Rates
15	0.000698	60	0.011162
20	0.000924	65	0.015932
25	0.000931	70	0.024058
30	0.000977	75	0.038211
35	0.001202	80	0.061985
40	0.001680	85	0.100979
45	0.002579	90	0.163507
50	0.004436	95	0.259706
55	0.007513	100	0.397733

Indian Assured Lives Mortality (2012-14) ultimate table are used for calculations as on 31.03.2026 & 31.03.2025.

Withdrawal: Withdrawal rates are for all causes in accordance with the following table:

Age	As on 31-3-26	As on 31-3-25
Up to 30 years	3% per annum	3% per annum
31 to 44 years	2% per annum	2% per annum
Above 44 Years	1% per annum	1% per annum

Disability: Leaving service due to disability is included in the provision made for withdrawals from service (refer above for withdrawals)

Table 2: Movements in the present value of the Defined Benefit Obligations :

	As on 31-3-26	As on 31-3-25
Opening defined benefit obligation	26.20	23.33
Current Service Cost	1.60	1.33
Interest Cost	1.73	1.66
Remeasurement (gains)/losses:		
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	(0.47)	0.77
Actuarial (gains)/losses arising from experience adjustments	(0.85)	1.20
Other (describe)	-	-
Past service cost, including losses/(gains) on curtailments	-	-
Liabilities extinguished on settlements	-	-

Liabilities assumed in a business combination	-	-
Exchange differences on foreign plans	-	-
Benefit Paid: (i) Directly Paid by the Enterprise	-	-
(ii) Payment made out of fund	(NIL)	(2.09)
Others	-	-
Closing defined benefit obligation	28.21	26.20

Table 3: Movements in the fair value of the Plan Assets :

	As on 31-3-26	As on 31-3-25
Opening fair value of plan assets	33.43	33.02
Interest Income	2.21	2.34
Remeasurement gain/(loss):	-	-
Return on plan assets (excluding amounts included in net interest expense)	0.35	0.16
Others (describe)	-	-
Contributions from the employer	0.09	-
Benefits paid	-	(2.09)
Other	-	-
Closing fair value of plan assets	36.07	33.43

Table 4: Service Cost:

	As on 31-3-26	As on 31-3-25
Current Service Cost	1.60	1.33
Past Service Cost including curtailment gains/losses	-	-
Gains or Losses on non routine settlements	-	-
Total	1.60	1.33

Table 5: Net interest Cost (Income):

	As on 31-3-26	As on 31-3-25
Interest Cost on Defined Benefit Obligation	1.73	1.66
Interest Income on Plan Assets	2.21	2.34
Net Interest Cost (Income)	(0.48)	(0.68)

Table 6: Remeasurements of the net defined benefit liability (asset) in other comprehensive Income.

	As on 31-3-26	As on 31-3-25
Return on plan assets (excluding amounts included in net interest expense)	(0.35)	(0.16)
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	(0.47)	0.77
Actuarial (gains)/losses arising from experience adjustments	(0.85)	1.20
Other	-	-
Adjustments for restrictions on the defined benefit asset	-	-
Components of defined benefit costs recognised in other comprehensive income	(1.66)	1.81

Table 7: Amount recognised in the Statement of Profit or Loss

	As on 31-3-26	As on 31-3-25
Service Cost	1.60	1.33
Net Interest Cost (Income)	(0.47)	(0.68)
Defined Benefit Cost recognized in statement of Profit or Loss	1.12	0.65

Table 8: The amount included in the Balance Sheet

	As on 31-3-26	As on 31-3-25
Present value of defined benefit obligation	28.21	26.20
Fair value of plan assets	36.07	33.43
Fund Status	(7.86)	7.23
Restrictions on asset recognised	-	-
Other	-	-
Net liability arising from defined benefit obligation	7.86	(7.23)

Table 9: Illustration of the components of Net Defined Benefit Obligation

	As on 31-3-26	As on 31-3-25
Net defined benefit liability at the start of the period	(7.23)	(9.69)
Service Cost	1.60	1.33
Net Interest Cost (Income)	(0.47)	(0.68)
Remeasurements	(1.66)	1.81
Contribution paid to the Fund	(0.09)	-
Benefits paid directly by the enterprise	-	-
Net defined benefit liability at the end of the period	(7.86)	(7.23)

b). Leave Encashment:
Table 1: Principal Assumptions used for the purposes of this valuation are as follows:-

Financial Assumptions	As on 31-3-26	As on 31-3-25
Interest Rate for Discounting	6.6%	6.6%
Salary Increase Rate	5.5%	5.5%
Demographic Assumptions		
Retirement Age:	58	58

Mortality: Published rates under Indian Assured Lives Mortality (2012-14) ultimate table.

Rates of Indian Assured Lives Mortality (2012-14) ultimate table at specimen ages are as shown below:

Age (years)	Rates	Age (years)	Rates
15	0.000698	60	0.011162
20	0.000924	65	0.015932
25	0.000931	70	0.024058
30	0.000977	75	0.038211
35	0.001202	80	0.061985
40	0.001680	85	0.100979

45	0.002579	90	0.163507
50	0.004436	95	0.259706
55	0.007513	100	0.397733

Indian Assured Lives Mortality (2012-14) ultimate table are used for calculations as on 31.03.2026 & 31.03.2025.

Withdrawal: Withdrawal rates are for all causes in accordance with the following table:

Age	As on 31-3-26	As on 31-3-25
Up to 30 years	3% per annum	3% per annum
31 to 44 years	2% per annum	2% per annum
Above 44 Years	1% per annum	1% per annum

Disability: Leaving service due to disability is included in the provision made for withdrawals from service (refer above for withdrawals)

Table 2: Movements in the present value of the Defined Benefit Obligations :

	As on 31-3-26	As on 31-3-25
Opening defined benefit obligation	12.04	10.37
Current Service Cost	1.02	0.67
Interest Cost	0.79	0.74
Remeasurement (gains)/losses:		
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	(0.10)	0.14
Actuarial (gains)/losses arising from experience adjustments	(0.62)	0.77
Other (describe)	-	-
Past service cost, including losses/(gains) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Liabilities assumed in a business combination	-	-
Exchange differences on foreign plans	-	-
Benefit Paid: (i) Directly Paid by the Enterprise	-	(0.66)
Others	-	-
Closing defined benefit obligation	13.14	12.03

Table 3: Movements in the fair value of the Plan Assets :

	As on 31-3-26	As on 31-3-25
Opening fair value of plan assets	-	-
Interest Income	-	-
Remeasurement gain/(loss):	-	-
Return on plan assets (excluding amounts included in net interest expense)	-	-
Others (describe)	-	-
Contributions from the employer	-	-
Benefits paid	-	-
Other	-	-
Closing fair value of plan assets	-	-

Table 4: Service Cost:

	As on 31-3-26	As on 31-3-25
Current Service Cost	1.02	0.67
Past Service Cost including curtailment gains/losses	-	-
Gains or Losses on non-routine settlements	-	-
Total	1.02	0.67

Table 5: Net interest Cost (Income):

	As on 31-3-26	As on 31-3-25
Interest Cost on Defined Benefit Obligation	0.79	0.74
Interest Income on Plan Assets	-	-
Net Interest Cost (Income)	0.79	0.74

Table 6: Remeasurements of the net defined benefit liability (asset) in other comprehensive Income.

	As on 31-3-26	As on 31-3-25
Return on plan assets (excluding amounts included in net interest expense)	-	-
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	(0.10)	0.14
Actuarial (gains)/losses arising from experience adjustments	(0.62)	0.77
Other	-	-
Adjustments for restrictions on the defined benefit asset	-	-
Components of defined benefit costs recognised in other comprehensive income	(0.72)	0.91

Table 7: Amount recognised in the Statement of Profit or Loss

	As on 31-3-26	As on 31-3-25
Service Cost	1.02	0.67
Net Interest Cost (Income)	0.79	0.74
Remeasurements	(0.72)	0.91
Defined Benefit Cost recognized in statement of Profit or Loss	1.10	2.32

Table 8: The amount included in the Balance Sheet

	As on 31-3-26	As on 31-3-25
Present value of defined benefit obligation	13.14	12.03
Fair value of plan assets	-	-
Funded Status	(13.14)	(12.03)
Restrictions on asset recognised	-	-
Other	-	-
Net liability arising from defined benefit obligation	13.14	12.03

Table 9: Illustration of the components of Net Defined Benefit Obligation

	As on 31-3-26	As on 31-3-25
Net defined benefit liability at the start of the period	12.04	10.37
Service Cost	1.02	0.67
Net Interest Cost (Income)	0.79	0.74
Remeasurements	(0.72)	0.91
Contribution paid to the Fund	-	-
Benefits paid directly by the enterprise	-	(0.66)
Net defined benefit liability at the end of the period	13.14	12.03

34. None of the creditors have informed that they comprise Micro, small & medium enterprises as defined under MSMED Act, 2006. Hence there are no creditors which comprise amount outstanding for more than 45 days at Balance Sheet date. Based on information available with company, the balance due to micro and small enterprise as defined in MSMED Act, 2006 in current year is Rs. NIL and no interest during the year has been paid or payable under terms of MSMED Act, 2006.

35. Going Concern : The Company has incurred a loss of Rs. 502.03 Lacs (PY loss of Rs. 183.76 Lacs) during the year and the net worth has been fully eroded for the year under report. Considering the losses and negative net worth on account of settlement of pending arbitration cases in earlier years, the management has made an assessment of its ability to continue as a going concern. The Company is in the process of continuing with its trading operations and expected to generate profits in coming years. Such aspects are considered by the management while preparing the financial statements, and an assessment of an entity's ability to continue as a going concern is made accordingly.

36. Earnings per Share:

		For year ended March 31, 2026	For year ended March 31, 2025
(i)	Weighted Average No. of Equity Shares		
	Adjusted No. of Equity Shares (in Nos.)	112.70	112.70
(ii)	Equity Shares for Calculating Diluted Earnings per Share		
	Weighted Average No. of Equity Shares (in Nos.)	112.70	112.70
(iii)	Total Comprehensive Income	(499.97)	(184.82)
(iv)	Earnings per share (Rs.)		
	- Basic	(4.44)	(1.64)
	- Diluted	(4.44)	(1.64)

37. Segment Reporting

The Company is primarily engaged in the business of "Trading", which in terms of Ind AS 108 on "Operating Segments" constitutes a single reporting segment.

38. Foreign Exchange Earnings/outgoings:

Particulars	Current Year	Previous Year
Foreign Exchange Earnings/outgoings	NIL	NIL

39. Additional Regulatory information

S.No.	Particulars	As at 31st March 2026 (Amount)	As at 31st March 2025 (Amount)
1	Title deeds not held in Company name	Nil	Nil
2	Revaluation of Property, Plant & Equipment	Nil	Nil
3	Loan & Advances related to :		
	--Promoters/ Directors / KMP	Nil	Nil
	-- Related Parties	Nil	Nil
4	Benami Properties	Nil	Nil
5	Wilful defaulter	Nil	Nil
6	Relationship with struck off Companies	Nil	Nil
7	Charges OR Satisfaction pending registration	Nil	Nil
8	Non Compliances with number of layer of companies	Nil	Nil
9	Scheme of Arrangements	Nil	Nil
10	Utilisation of Borrowed funds & Share Premium given to Intermediaries	Nil	Nil
11	Utilisation of Borrowed funds & Share Premium received as Intermediaries	Nil	Nil

40 (A). Financial Ratios:

Ratio	Numerator	Denominator	Current Year 2026	Previous Year 2025
Current ratio (in times)	Total current assets	Total current liabilities	0.01	0.34
Debt-equity ratio (in times)	Total liabilities	Total equity	(1.38)	(1.63)
Return on equity ratio (in %)	Profit for the year	Shareholder Equity	(15.14%)	(6.59%)Negative Return has Decreased because of Decrease in total Comprehensive loss during the year
Trade receivable turnover ratio (in times)	Revenue from operations	Average Trade receivables	0	0
Trade payable turnover ratio (in times)	Net Credit purchases	Average Trade payables	0	0
Net capital turnover ratio (in times)	Net Annual Sales	Average working capital (i.e. Total current assets less Total current Liabilities)	0	0

Return on capital employed ratio (in %)	Profit before tax and finance costs	Capital Employed (i.e. Total assets less current liabilities)	(15.22%)	(6.20%) Negative Return has Decreased because of Decrease in total Comprehensive loss during the year
Debt Service Coverage Ratio	Profit After tax but before finance costs	Total debts Service (i.e Repayment Instalments during the year)	NA	NA
Inventory turnover ratio	Net Annual Sales	Average Inventory	NA	NA
Return on investment	Income from Interest and dividend	Average investment	NA	NA
Net Profit Ratio	Total Comprehensive income	Net Annual Sales	(0)	(0)

40. (B) Other Information:

S.No.	Particulars	As at 31st March 2026 (Amount)	As at 31st March 2025 (Amount)
1	Undisclosed Income	Nil	Nil
2	CSR	Nil	Nil
3	Crypto Currency/ Virtual Currency	Nil	Nil

41. Previous year figures have been regrouped / reclassified wherever considered necessary.

For Padam Dinesh & Co
Chartered Accountants
(FRN 009061N)

**For and on behalf of Board of Directors
of Shyam Telecom limited**

-Sd-
CA. Rakesh Aggarwal
Partner
M.No.:084226
UDIN: 26084226QRRADA8240

-Sd-
Ajay Khanna
Managing Director
DIN: 00027549

-Sd-
Alok Tandon
Director
DIN: 00027563

Place: New Delhi
Date: 26-05-2026

-Sd-
Vinod Raina
Chief Financial Officer

-Sd-
Kamini
Company Secretary

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:

ORDINARY BUSINESS

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.”

SPECIAL BUSINESS

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)	
		SALE	PURCHASE
	In the financial year 2026-27		
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 Sharesree 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.	- 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. - 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. - 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.
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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 use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (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 THROUGH VC/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	3 rd July, 1992	12 th 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.

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

- 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.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rajiv Mehrotra, Chairman & Director
Mr. Ajay Khanna, Managing Director
Mr. Alok Tandon, Non-Executive Director
Mrs. Chhavi Prabhakar, Independent Woman Director
Mr. Devesh Bhargava, Independent Director
Mr. Sunil Rai, Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Ajay Khanna, Managing Director
Mr. Vinod Raina, Chief Financial Officer
Ms. Kamini, Company Secretary & Compliance Officer

COMMITTEES OF BOARD

Audit Committee
Corporate Social Responsibility Committee
Nomination & Remuneration Committee
Stakeholders Relationship Committee
Internal Complaints Committee

STATUTORY AUDITORS

M/s. Padam Dinesh & Co.,
Chartered Accountants
11/6-B, 2nd Floor, Shanti Chambers,
Pusa Road, New Delhi-110005, India

SECRETARIAL AUDITORS

M/s. A.N. Kukreja & Co.
Practicing Company Secretaries
E-147, A/1, Naraina Vihar,
New Delhi -110028, India

INTERNAL AUDITORS

M/s. D R & Associates
Chartered Accountants
9/14, 3rd Floor, Balraj Khanna Marg,
East Patel Nagar, New Delhi-110008, India

REGISTRAR & SHARE TRANSFER AGENT

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LISTED AT

Bombay Stock Exchange Limited (BSE)
National Stock Exchange of India Limited (NSE)

