

**Corporate Office :**

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

New Delhi-110028 (INDIA)

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

FAX : 91-11-25792194

E-mail : investors@shyamtelecom.com

Website : www.shyamtelecom.com

The Stock Exchange, Mumbai  
Phiroz Jeejeebhoy Towers  
Dalal Street, Mumbai- 400 001

The National Stock Exchange of India Ltd.  
"Exchange Plaza", Bandra – Kurla Complex  
Bandra (E), Mumbai-400 051

STL/CS/9223/2015

30<sup>th</sup> September, 2015

CIN: L32202RJ1992PLC017750

Scrip code:517411

**Sub: Details regarding voting results at AGM of the Company held on September 29, 2015**

Dear Sir,

In compliance of Section 108 of the Companies Act, 2013 read with Companies (Management Administration) Rules, 2014 as amended and compliance of Clause 35A of the Listing Agreement with Stock Exchanges, we are forwarding herewith details regarding voting results of Annual General meeting in per format specified under Clause 35A of Listing Agreement in Annexure-I along with report of a Scrutinizer.

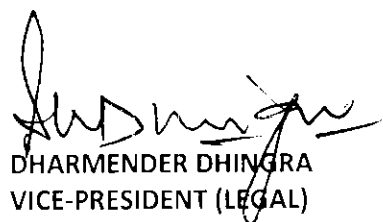
The result of voting has also been hosted on the websites of the Company and RTA.

This is submitted for information and record.

Thanking You

Yours Sincerely

For SHYAM TELECOM LIMITED



DHARMENDER DHINGRA  
VICE-PRESIDENT (LEGAL)  
& COMPANY SECRETARY

Encl.: (1) As Above

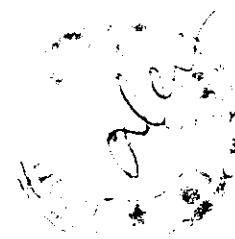
- (2) Consolidated Scrutinizer's Report
- (3) Form no MGT-13
- (4) E-voting Scrutinizers Report.

**SUB: DETAILS REGARDING VOTING RESULTS AT THE 22ND AGM OF THE COMPANY  
- CLAUSE 35A OF LISTING AGREEMENT**

As per requirement of Clause 35A of the Listing Agreement with the stock exchanges, given below are the details of voting results at the 22<sup>nd</sup> AGM of the Company held on 29.9.2015.

Shyam Telecom Limited
CIN: L32202RJ1992PLC017750
Date of AGM: Tuesday 29 <sup>th</sup> September, 2015
Total number of shareholders on record date i.e. 12951
No. of shareholders present in the meeting either in Person or through proxy: NIL.
Promoters and promoter group: NA
Public: 34
No. of shareholders attended the meeting through video conferencing: NA
E Voting
Promoters and Promoter group : 17
Public: 5

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Registered Office Hari Bhoomi Complex, 330, Vinay nagar,  
(Dethi Bypass), Rohtak-124 001 (Haryana)  
Corporate Office : G-65, BALI NAGAR, NEW DELHI - 110015  
Tel. : EPABX 47671200 Trading 4767-1212 / 1213 / 1231 / 1232  
Depository 47671218, 221 FAX : 25449863

CIN- U67120HR1992PTC034972

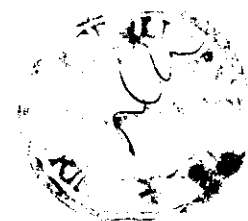
Member : NSE Cash, F & O, Currency Derivatives, Debt,  
BSE CASH, F & O, Debt  
MCX-SX - Cash, F & O, Currency Derivatives, Debt  
Depository Participant - NSDL, CDSL  
CATGEORY 1: R & T AGENT Tel : 011-47671214

**Shyam Telecom Ltd.**

Item No.1: To receive, consider and adopt the audited Balance Sheet as at March 31, 2015 and Profit and Loss Account for the period ended on that date together with Directors' and Auditors' reports thereon and also the audited consolidated Balance Sheet as at 31<sup>st</sup> March, 2015 and Profit and Loss Account for the year ended on that date together with report of Auditors thereon.

**(Ordinary Resolution).**

Ordinary Resolution								
Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
	1		2	(3) (2)/(1)*100	4	5	(6)=(4)/(2)*100	(7) (5)/(2)*100
Promoters and Promoter Group	7463483	e-voting	6473365	86.7338	6473365	0	100	0
		Poll				0	0	0
		Sub-total	6473365	86.7338	6473365	0	100	0
Public Institutional	0	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub-total	0	0	0	0	0	0
Public-others	3806517	e-voting	906	0.023801	906	0	100	0
		Poll	16175	0.424929	16175	0	100	0
		Sub-total	17081	0.44873	17081	0	100	0
<b>Total</b>	<b>11270000</b>		<b>6490446</b>	<b>57.59047</b>	<b>6490446</b>	<b>0</b>	<b>100</b>	<b>0</b>



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BSE CASH, F & O, Debt  
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Depository Participant - NSDL, CDSL  
CATGEORY 1 : R & T AGENT Tel : 011-47671214

CIN- U67120HR1992PTC034972

Item No.2: To appoint a Director in place of Mr. Arun Khanna. (DIN No.00041724), who retires by rotation and being eligible offers himself for reappointment.

**(Ordinary resolution)**

Ordinary Resolution								
Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
	1		2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	7463483	e-voting	6473365	86.7338	6473365	0	100	0
		Poll				0	0	0
		Sub-total	6473365	86.7338	6473365	0	100	0
Public Institutional	0	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub-total	0	0	0	0	0	0
Public-others	3806517	e-voting	906	0.023801	906	0	100	0
		Poll	16175	0.424929	16175	0	100	0
		Sub-total	17081	0.44873	17081	0	100	0
<b>Total</b>	<b>11270000</b>		<b>6490446</b>	<b>57.59047</b>	<b>6490446</b>	<b>0</b>	<b>100</b>	<b>0</b>



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Depository Participant - NSDL, CDSL  
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CIN- U67120HR1992PTC034972

**Item No.3:** Appointment of M/s Mehra Goel & Co., Chartered Accountants (FRN No.000517N) in terms of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of AGM in the calendar year 2017. (subject to ratification of appointment by members at every AGM held after this AGM) at remuneration to be determined by Board of Directors, on recommendation of Audit Committee of the Board in consultation of with the Auditors.

**(Ordinary Resolution)**

**Ordinary Resolution**

Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
				(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	7463483	e-voting	6473365	86.7338	6473365	0	100	0
		Poll				0	0	0
		Sub-total	6473365	86.7338	6473365	0	100	0
Public Institutional	0	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub-total	0	0	0	0	0	0
Public-others	3806517	e-voting	906	0.023801	906	0	100	0
		Poll	16175	0.424929	16175	0	100	0
		Sub-total	17081	0.44873	17081	0	100	0
<b>Total</b>	<b>11270000</b>		<b>6490446</b>	<b>57.59047</b>	<b>6490446</b>	<b>0</b>	<b>100</b>	<b>0</b>



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CIN- U67120HR1992PTC034972

E-mail : [ipppl@indusinvest.com](mailto:ipppl@indusinvest.com) Website : [indusinvest.com](http://indusinvest.com)

**SPECIAL BUSINESS**

**Item No.4:** Approval/Ratification of remuneration of M/S K.G Goel and Associates. Cost Accountants. as Cost Auditor at a remuneration of Rs.40.000/- for financial year 2015-16.

**(Ordinary Resolution)**

Ordinary Resolution								
Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
	1		2	$(3)=(2)/(1)*100$	4	5	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoters and Promoter Group	7463483	e-voting	6473365	86.9627	6473365	0	100	0
		Poll				0	0	0
		Sub-total	6473365	86.9627	6473365	0	100	0
Public Institutional	0	e-voting	0	0		0	0	0
		Poll	0	0	0	0	0	0
			0	0	0	0	0	0
		Sub-total						
Public-others	3806517	e-voting	906	0.023801	906	0	100	0
		Poll	16175	0.424929	16175	0	100	0
		Sub-total	17081	0.44873	17081	0	100	0
<b>Total</b>	<b>11270000</b>		<b>6490446</b>	<b>57.74203</b>	<b>6490446</b>	<b>0</b>	<b>100</b>	<b>0</b>



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CIN- U67-20HR1992PTC034972

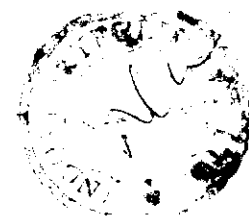
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Item No. 5: Consent of the Company for borrowing powers to the Board under Section 180(1)(c) of the Companies Act, 2013 not exceeding Rs. 200 core or aggregate of paid up share capital and free reserves whichever is higher.

**(Special Resolution).**

**Ordinary Resolution**

Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
	1		2	$(3)=(2)/(1)*100$	4	5	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoters and Promoter Group	7463483	e-voting	6473365	86.7338	6473365	0	100	0
		Poll				0	0	0
		Sub-total	6473365	86.7338	6473365	0	100	0
Public Institutional	0	e-voting	0	0		0	0	0
		Poll	0	0	0	0	0	0
		Sub-total	0	0	0	0	0	0
Public-others	3806517	e-voting	906	0.023801	906	0	100	0
		Poll	16175	0.424929	16175	0	100	0
		Sub-total	17081	0.44873	17081	0	100	0
<b>Total</b>	<b>11270000</b>		<b>6490446</b>	<b>57.59047</b>	<b>6490446</b>	<b>0</b>	<b>100</b>	<b>0</b>



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CATGEORY 1 : R & T AGENT Tel : 011-47671214

CIN- U67120HR1992PTC034972

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**Item No. 6:** Approval of transactions under Section 188 of the Companies Act, 2013 with Sistema Shyam Teleservices Ltd. related party, subject to a maximum aggregate amount of Rs. 200 crore in any financial year.

**(Special Resolution)**

Special Resolution								
Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
	1		2	$(3)=(2)/(1)*100$	4	5	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoters and Promoter Group	7463483	e-voting	6473365	86.7338	6473365	0	100	0
		Poll				0	0	0
		Sub-total	6473365	86.7338	6473365	0	100	0
Public Institutional	0	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
			0	0	0	0	0	0
Public-others	3806517	Sub-total						
		e-voting	906	0.023801	906	0	100	0
		Poll	16175	0.424929	16175	0	100	0
		Sub-total	17081	0.44873	17081	0	100	0
<b>Total</b>	<b>11270000</b>		<b>6490446</b>	<b>57.59047</b>	<b>6490446</b>	<b>0</b>	<b>100</b>	<b>0</b>



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BSE CASH, F & O, Debt  
MCX-SX - Cash, F & O, Currency Derivatives, Debt  
Depository Participant - NSDL, CDSL  
CATEGORY 1: R & T AGENT Tel: 011-47671214

CIN: U67120HR1992PTC034972



Item No. 7: Approval of transactions under Section 188 of the Companies Act, 2013 with Vihaan Networks Ltd, related party, subject to a maximum aggregate amount of Rs. 50 crore in any financial year.

**(Special Resolution).**

Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
	1		2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	7463483	e-voting	6473365	86.7338	6473365	0	100	0
		Poll				0	0	0
		Sub-total	6473365	86.7338	6473365	0	100	0
Public Institutional	0	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
			0	0	0	0	0	0
Public-others	3806517	Sub-total						
		e-voting	606	0.023801	606	300	100	0.007881
		Poll	16175	0.424929	16175	0	100	0
		Sub-total	16781	0.44873	17081	0	100	0
Total	11270000		6490146	57.5878	6490146	300	100	0.007881



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MCX-SX - Cash, F & O, Currency Derivatives, Debt  
Depository Participant - NSDL, CDSL  
CATGEORY 1 : R & T AGENT Tel : 011-47671214

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Item No. 8: Approval of transactions under Section 188 of the Companies Act, 2013 with Think of US Private Ltd. related party, subject to a maximum aggregate amount of Rs. 50 crore in any financial year.

(Special Resolution).

Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
	1		2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	7463483	e-voting	6473365	86.7338	6473365	0	100	0
		Poll				0	0	0
		Sub-total	6473365	86.7338	6473365	0	100	0
Public Institutional	0	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
			0	0	0	0	0	0
		Sub-total						
Public-others	3806517	e-voting	606	0.023801	606	300	100	0.007881
		Poll	16175	0.424929	16175	0	100	0
		Sub-total	16781	0.44873	17081	0	100	0
<b>Total</b>	<b>11270000</b>		<b>6490146</b>	<b>57.5878</b>	<b>6490146</b>	<b>300</b>	<b>100</b>	<b>0.007881</b>



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Item No.9: Authorization for making donations to bona fide charitable and other funds, under Section 181 of the Companies Act, 2013 for aggregate amount up to Rs. 50 lacs to all such funds in any financial year of the Company.

**(Ordinary Resolution).**

Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
	1		2	$(3)=(2)/(1)*100$	4	5	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoters and Promoter Group	7463483	e-voting	6473365	86.7338	6473365	0	100	0
		Poll				0	0	0
		Sub-total	6473365	86.7338	6473365	0	100	0
Public Institutional	0	e-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub-total	0	0	0	0	0	0
Public-others	3806517	Sub-total						
		e-voting	606	0.023801	606	300	100	0.007881
		Poll	16175	0.424929	16175	0	100	0
Sub-total	16781	0.44873	17081	0	100	0		
<b>Total</b>	<b>11270000</b>		<b>6490146</b>	<b>57.5878</b>	<b>6490146</b>	<b>300</b>	<b>100</b>	<b>0.007881</b>



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Depository Participant - NSDL, CDSL  
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CIN- U67120HR1992PTC034972

## Consolidated Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of Companies (Management and Administration) Rules, 2014 as amended)

To,

The Chairman of 22<sup>nd</sup> Annual General Meeting of the members of Shyam Telecom Limited held on Tuesday the 29<sup>th</sup> September, 2015 at 11.30 p.m. at Hotel Hilton, Plot No. 42, Geejgarh House, Hawa Sadak Road, Jaipur-302006 (Rajasthan).

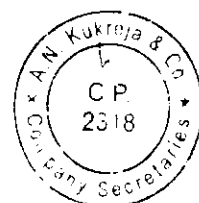
Dear Sir,

1. I, A.N.Kukreja of M/S A.N.Kukreja & Co, Company Secretaries, have been appointed as scrutinizer by the Board of Directors of Shyam Telecom Limited (the Company) ( CIN No.L32202RJ1992PLC017750) for the purpose of:

- (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules); and
- (ii) Poll through Polling Paper/ballots under the provisions of Section 109 of the Act, read with Rule 21 of the Rules, on the resolutions contained in the notice to the 22<sup>nd</sup> Annual General Meeting (AGM) of the members of the of the Company, held on 29<sup>th</sup> September, 2015 at Hotel Hilton, Plot No. 42, Geejgarh House, Hawa Sadak Road, Jaipur-302006 (Rajasthan).

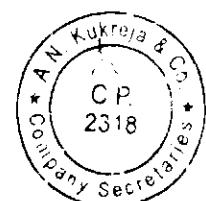
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting and voting by poll using Polling Paper at the AGM) for resolutions contained in the Notice to the 22<sup>nd</sup> AGM of the members of the Company. Our responsibility as scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and Poll at the AGM) is restricted to making a consolidated scrutinizer's report of the votes cast "In favour" or "Against" the resolutions contained in the notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility for voting through electronic means, and Poll at the AGM.

3. We have issued separate Scrutinizers' Reports on the remote e-voting and on the Poll, on the resolutions contained in the notice to the AGM. We submit herewith our consolidated



scrutinizer's report on the results of voting through electronic means and Poll at the AGM, as under:-

Item number of the Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes Nos.
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	
Item No. 1.  To receive, consider and adopt the audited Balance Sheet as at March 31, 2015 and Profit and Loss Account for the period ended on that date together with Directors' and Auditors' reports thereon and also the audited consolidated Balance Sheet as at 31 <sup>st</sup> March, 2015 and Profit and Loss Account for the year ended on that date together with report of Auditors thereon. <b>(Ordinary Resolution)</b>	6490446	100	NIL	NIL	2
Item No.2.  To appoint a Director in place of Mr. Arun Khanna. (DIN No.00041724), who retires by rotation, and being eligible offers himself for reappointment. <b>(Ordinary resolution)</b>	6490446	100	NIL	NIL	2



Item No. 3.	6490446	100	NIL	NIL	2

Appointment of M/s Mehra Goel & Co., Chartered Accountants (FRN No.000517N) in terms of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of AGM in the calendar year 2017, (subject to ratification of appointment by members at every AGM held after this AGM) at remuneration to be determined by Board of Directors, on recommendation of Audit Committee of the Board in consultation of with the Auditors.

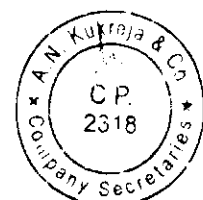
**(Ordinary Resolution)**

	6490446	100	NIL	NIL	2
<b>Special Business</b>					

Item No. 4:

Approval-Ratification of remuneration of M/S K.G Goel and Associates, Cost Accountants, as Cost Auditor at a remuneration of Rs.40,000/- for financial year 2015-16.

**(Ordinary Resolution)**



Item No. 5.	6490446	100	NIL	NIL	2
Consent of the Company for borrowing powers to the Board under Section 180(1)(c) of the Companies Act, 2013 not exceeding Rs. 200 crore or aggregate of paid up share capital and free reserves whichever is higher.					
<b>(Special Resolution)</b>					
Item No. 6.	6490446	100	NIL	NIL	2
Approval of transactions under Section 188 of the Companies Act, 2013 with Sistema Shyam Teleservices Ltd. related party, subject to a maximum aggregate transactions of Rs. 200 crore in any financial year with the said related party.					
<b>(Special Resolution)</b>					
Item No. 7.	6490146	99.9954	300	0.0046	2
Approval of transactions under Section 188 of the Companies Act, 2013 with Vihaan Networks Ltd. related party, subject to a maximum aggregate transactions of Rs. 50 crore in any financial year with the said related party.					
<b>(Special Resolution)</b>					



Item No. 8.	6490146	99.9954	300	0.0046	2
<p>Approval of transactions under Section 188 of the Companies Act, 2013 with Think of us Private Ltd. related party, subject to a maximum aggregate transactions of Rs. 50 crore in any financial year with the said related party.</p> <p><b><u>(Special Resolution)</u></b></p>					

Item No. 9.	6490146	99.9954	300	0.0046	2
<p>Authorization for making donations to bona fide charitable and other funds, under Section 181 of the Companies Act, 2013 for aggregate amount up to Rs. 50 lacs to all such funds in any financial year of the Company.</p> <p><b><u>(Ordinary Resolution)</u></b></p>					




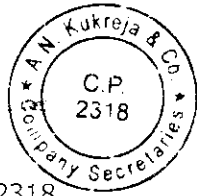


4. The electronic data and all other relevant records relating to the e-voting and Poll have been handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,  
For A.N.Kukreja & Co.

  
(A.N.Kukreja)  
FCS 1070; CP 2318.



Date: September 30, 2015

Countersigned by  
For Shyam Telecom Limited

**Scrutinizer's Report**  
(E-voting – EVSN No. **150817036**)

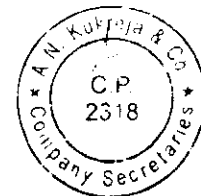
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) of the Companies  
(Management and Administration) Rules, 2014.

To,

The Chairman of 22<sup>nd</sup> Annual General Meeting of the members of  
**Shyam Telecom Ltd** held at 11:30 AM on 29<sup>th</sup> September, 2015, at Hotel Hilton, Plot No. 42, Geejgarh  
House, Hawa Sadak Road, Jaipur-302006 (Rajasthan).

Dear Sir,

1. I, A.N. Kukreja, Proprietor, M/s A.N.Kukreja and Co, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Shyam Telecom Limited, (the Company) (CIN No.L32202RJ1992PLC017750) for the purpose of Scrutinizing the e-voting process through electronic means including remote e-voting and ascertaining the requisite majority on e-voting carried out as per provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the notice to the 22<sup>nd</sup> Annual General Meeting of the members of the Company held on 29<sup>th</sup> September, 2015 at 11:30 AM, at Hotel Hilton, Plot No. 42, Geejgarh House, Hawa Sadak Road, Jaipur-302006 (Rajasthan).
2. Our responsibility as Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the votes cast "in favour" or "against" the resolutions contained in the said notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd, the authorized agency engaged by the Company.
3. Further to the above, we submit our report as under:
  - (a)The e-voting period remained open from Friday, the 25<sup>th</sup> September, 2015 at 10:00 PM to Monday 28<sup>th</sup> September, 2015 at 5:00 PM.
  - (b)The members of the Company as on "cut off" date (record date) 23<sup>rd</sup> September, 2015 were entitled to vote on the resolutions (items 1 to 9) as set out in the notice of the 22<sup>nd</sup> AGM.
  - (c)The votes cast were unblocked on September 29, 2015 in the presence of 2 witnesses who are not in the employment of the Company (Annexure A).
  - (d) Thereafter, the details containing inter alia list of equity shareholders who voted "for" or "against" each resolution that were put to vote were generated from the e-voting website of Central Depository Services (India) Ltd, i.e.www.evotingindia.com and based on such reports generated the result of the e-voting is as under:



**Item No.1:** To receive, consider and adopt the audited Balance Sheet as at March 31<sup>st</sup>, 2015 and Profit and Loss Account for the period ended on that date together with Directors' and Auditors' reports thereon and also the audited consolidated Balance Sheet as at 31<sup>st</sup> March, 2015 and Profit and Loss Account for the year ended on that date together with report of Auditors thereon. **(Ordinary Resolution)**.

I. Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6474271	100

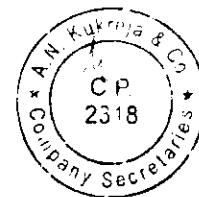
II. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Item No.2:** To appoint a Director in place of Mr. Arun Khanna, (DIN No.0004172) who retires by rotation and being eligible offers himself for reappointment. **(Ordinary resolution)**



I. Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6474271	100

II. Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Item No. 3:** Appointment of M/s Mehra Goel & Co., Chartered Accountants (FRN No.000517N) in terms of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of AGM in the calendar year 20 7, (subject to ratification of appointment by members at every AGM held after this AGM) at remuneration to be determined by Board of Directors, on recommendation of Audit Committee of the Board in consultation of with the Auditors.

**(Ordinary Resolution)**

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6474271	100



(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

#### **SPECIAL BUSINESS:**

**Item No.4:** Approval/Ratification of remuneration of M.S. K.G. Goel and Associates, Cost Accountants, as Cost Auditor at a remuneration of Rs.40,000 - for financial year 2015-16.

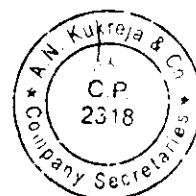
#### **(Ordinary Resolution)**

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6474271	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Item No. 5.**

Consent of the Company for borrowing powers to the Board under Section 180(1)(c) of the Companies Act, 2013 not exceeding Rs. 200 crore or aggregate of paid up share capital and free reserves whichever is higher.

**(Special Resolution).**

(i) Voted **in favour** of the resolution

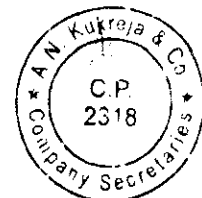
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6474271	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



**Item No. 6:** Approval of transactions under Section 188 of the Companies Act, 2013 with Sistema Shyam Teleservices Ltd, related party, subject to a maximum aggregate transactions of Rs. 200 crore in any financial year with the said related party. **(Special Resolution)**

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6474271	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

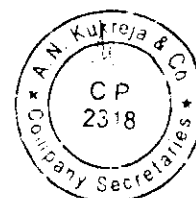
**Item No. 7:**

Approval of transactions under Section 188 of the Companies Act, 2013 with Vihaan Networks Ltd, related party, subject to a maximum aggregate transactions of Rs. 50 crore in any financial year with the said related party.

**(Special Resolution).**

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	6473971	99.9954



(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	300	0.0046

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Item No. 8:** Approval of transactions under Section 188 of the Companies Act, 2013 with Think of us Private Ltd. related party, subject to a maximum aggregate transactions of Rs. 50 crore in any financial year with the said related party.

**(Special Resolution).**

(i) Voted **in favour** of the resolution

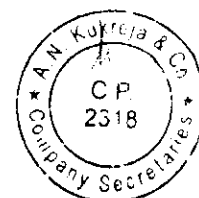
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	6473971	99.9954

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	300	0.0046

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL





**Item No. 9:** Authorization for making donations to bona fide charitable and other funds, under Section 181 of the Companies Act, 2013 for aggregate amount up to Rs. 50 lacs to all such funds in any financial year of the Company.

**(Ordinary Resolution).**

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	6473971	99.9954

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	300	0.0046

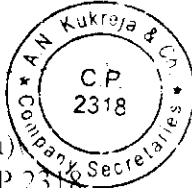
(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Thanking you.

Yours faithfully,  
for A.N.Kukreja & Co.  
Company Secretaries

(A.N.Kukreja)  
FCS 1070: CP 2318



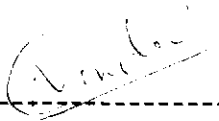
Date: September 30, 2015

Annexure A

The e-votes cast on resolutions stated in the notice of AGM of Shyam Telecom Limited held on 29.9.2015 were unblocked in our presence. We are not in the employment of the Company.

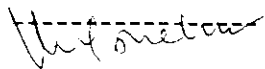
Witnesses:

1. Signature

  
-----

Name and Address: Mr. NANDAN J  
B-513, AVANTIKA ENCLAVE,  
SECTOR-2 ROHINI,  
DELHI-110083.  
[MEM NO -> ACS-17840]

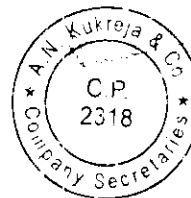
2. Signature

  
-----

Name and Address:

VIMAL MEHTA  
B6-2/14B,  
Paschim Vihar  
New Delhi 110063

Date: September 29, 2015.



FORM No. MGT-13

Report of Scrutinizer

(Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014.

To  
The Chairman of 22<sup>nd</sup> Annual General Meeting of the members of  
Shyam Telecom Limited held on Tuesday the 29<sup>th</sup> September, 2015  
at 11.30 AM at Hotel Hilton, Plot No.42, Geejgarh House, Hawa Sadak Road, Jaipur-302006 (Rajasthan).

Dear Sir,

I, A. N. Kukreja, of M/s A.N.Kukreja & Co. Company Secretaries, appointed as Scrutinizer for the purpose of the **Poll** taken on the below mentioned resolutions at the 22<sup>nd</sup> Annual General Meeting of the Company (CIN No.L32202RJ1992PLC017750) held on 29<sup>th</sup> September, 2015 at 11.30 AM at Hotel Hilton, Plot No. 42, Geejgarh House, Hawa Sadak Road, Jaipur-302006 (Rajasthan), submit our report as under:

1. After the time fixed for closing of the **poll** by the Chairman, ballot box(es) kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot box(s) were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations proxies lodged with the company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

**Item No.1:** To receive, consider and adopt the audited Balance Sheet as at March 31, 2015, Profit and Loss Account for the period ended on that date together with Directors' and Auditors' reports thereon and also the audited consolidated Balance Sheet as at 31<sup>st</sup> March, 2015 and Profit and Loss Account for the year ended on that date together with report of Auditors thereon.

**(Ordinary Resolution)**



(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	16175	100

(ii) Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes

Total number of members (in person or by Proxy whose votes were declared invalid)	Total number of votes cast by them
1	2

**Item No.2:** To appoint a Director in place of Mr. Arun Khanna. (DIN No.00041724), who retires by rotation and being eligible offers himself for reappointment.

**(Ordinary resolution)**

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	16175	100



(ii)Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii)Invalid votes

Total number of members (in person or by Proxy whose votes were declared invalid	Total number of votes cast by them
1	2

**Item No. 3:** Appointment of M/s Mehra Goel & Co., Chartered Accountants (ERN No.000517N) in terms of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of AGM in the calendar year 2017. (subject to ratification of appointment by members at every AGM held after this AGM) at remuneration to be determined by Board of Directors, on recommendation of Audit Committee of the Board in consultation of with the Auditors.

**(Ordinary Resolution)**

(i)Voted in favour of the Resolution:

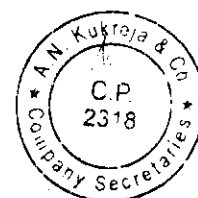
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	16175	100

(ii)Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii)Invalid votes

Total number of members (in person or by Proxy whose votes were declared invalid	Total number of votes cast by them
1	2



## SPECIAL BUSINESS

**Item No.4:** Approval/Ratification of remuneration of M/S K.G Goel and Associates, Cost Accountants, as Cost Auditor at a remuneration of Rs.40,000/- for financial year 2015-16.

### (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	16175	100

(ii) Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total number of members (in person or by Proxy) whose votes were declared invalid	Total number of votes cast by them
1	2

**Item No. 5:** Consent of the Company for borrowing powers to the Board under Section 180(1)(c) of the Companies Act, 2013 not exceeding Rs. 200 crore or aggregate of paid up share capital and free reserves whichever is higher.

### (Special Resolution)

(i) Voted in favour of the resolution

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	16175	100



(ii)Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii)Invalid votes:

Total number of members (in person or by Proxy whose votes were declared invalid	Total number of votes cast by them
1	2

**Item No. 6:** Approval of transactions under Section 188 of the Companies Act, 2013 with Sistema Shyam Teleservices Ltd. related party, subject to a maximum aggregate transactions of Rs. 200 crore in any financial year with the said related party.

**(Special Resolution)**

(i)Voted in favour of the resolution:

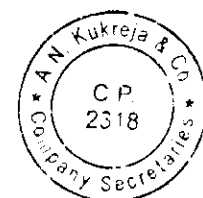
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	16175	100

(ii)Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii)Invalid votes:

Total number of members (in person or by Proxy whose votes were declared invalid	Total number of votes cast by them
1	2



**Item No. 7:** Approval of transactions under Section 188 of the Companies Act, 2013 with Vihaan Networks Ltd. related party, subject to a maximum aggregate transactions of Rs. 50 crore in any financial year with the said related party.

**(Special Resolution).**

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	16175	100

(ii) Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total number of members (in person or by Proxy) whose votes were declared invalid	Total number of votes cast by them
1	2

**Item No. 8:** Approval of transactions under Section 188 of the Companies Act, 2013 with Think of us Private Ltd. related party, subject to a maximum aggregate transactions of Rs. 50 crore in any financial year with the said related party.

**(Special Resolution)**

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	16175	100





(i) Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by Proxy) whose votes were declared invalid	Total number of votes cast by them
1	2

**Item No. 9:** Authorization for making donations to bona fide charitable and other funds, under Section 181 of the Companies Act, 2013 for aggregate amount up to Rs. 50 lacs to all such funds in any financial year of the Company.

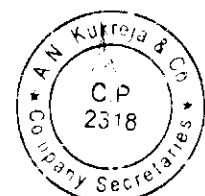
**(Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	16175	100

(ii) Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes:

Total number of members (in person or by Proxy whose votes were declared invalid	Total number of votes cast by them
1	2

5. A list containing names of equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution has been verified and handed over to Company Secretary.

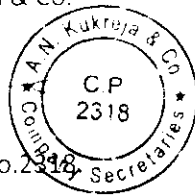
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe custody.

7. Polling box(s) was/were opened in the presence of two persons as witnesses as per Annexure A.

Thanking you.

Yours faithfully,  
For A.N.Kukreja & Co.

(A.N.Kukreja)  
FCS 1070; CP No. 2318



Place: New Delhi.

September 30, 2015

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Annexure A

Polling box(s) relating to AGM of Shyam Telecom Limited held on 29.9.2015 were opened in our presence. We are not in the employment of the Company.

Witnesses:

1. Signature \_\_\_\_\_

Name and Address:

2. Signature \_\_\_\_\_

Name and Address:

Vinay Kumar Daidhorechi  
121, D.S. Colony,  
Near D.M. Area Rd.  
Jodhpur - 342001

Date: September 29, 2015.

