

Annexure 1

Scrutinizers Combined Report

Shyam Telecom Limited

(1) Resolution : Item No.1: To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 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 31st March, 2014 and Profit and Loss Account for the year ended on that date together with report of Auditors thereon. **(Ordinary Resolution)**.

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
25	6797695	36	2664	6870359	98.98

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
1	70000	0	0	6870359	1.02



(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(2)Resolution Item No.2: To appoint a Director in place of Mr. Rajiv Mehrota, (DIN No.00035766), who retires by rotation and being eligible offers himself for reappointment.

(Ordinary resolution)

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
24	6797694	36	2664	6870359	98.98

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
1	70001	0	0	6870359	1.02



(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

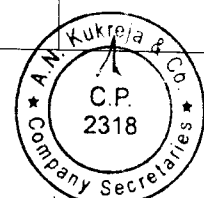
(3)Resolution : Item No.3: To appoint a Director in place of Mr. Ajay Khanna (DIN NO. 00027549), who retires by rotation and being eligible, offers himself for re-appointment. **(Ordinary Resolution):**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
23	6497694	36	2664	6870359	94.61

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
3	370001	0	0	6870359	5.39



(III) INVALID VOTES OF THE RESOLUTION:

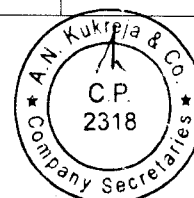
No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

4)Resolution: Item No. 4

Re-appointment of M/s Mehra Goel and Company, Chartered Accountants (Registration 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 to the conclusion of 24th AGM for financial 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. **(Ordinary Resolution)**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
25	6797695	36	2664	6870359	98.98



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
1	70000	0	0	6870359	1.02

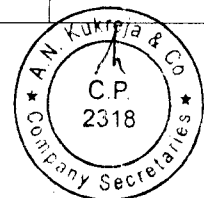
(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

Resolution: Item No. 5. To approve appointment and remuneration of Shri Ajay Khanna, (DIN. NO. 00027549) in terms of Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and any amendment thereto, as Managing Director of the Company for a period of 5 years with effect from 1st May, 2014 to 30th April, 2019 on terms and conditions as set out in the notice to the meeting. (**Ordinary Resolution**).

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
24	6497695	36	2664	7270359	89.41



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
3	770000	0	0	7270359	10.59

(III) INVALID VOTES OF THE RESOLUTION:

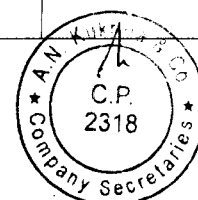
No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(6)Resolution: Item No. 6:

Appointment of Mr. Achintya Karati (DIN No.00024412) whose period of office is liable to determination by retirement of directors by rotation, and in respect of whom the company has received notice in writing; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement, as an Independent Director with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **Ordinary Resolution**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
25	6797695	36	2664	7270359	93.54



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
2	470000	0	0	7270359	6.46

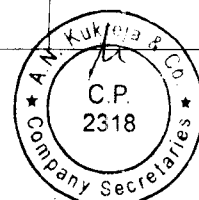
(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(7) Resolution: Item No. 7: Appointment of Mr. Vinod Juneja (DIN No.00044311) whose period of office is liable to determination by retirement of directors by rotation, and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement, as an Independent Director, with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **(Ordinary Resolution)**.

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
24	6795695	36	2664	7268359	93.53



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
2	470000	0	0	7268359	6.47

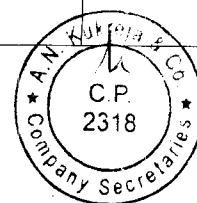
(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(8)Resolution: Item No. 8: Appointment of Mr. C.S. Malhotra (DIN No. 00276335) - whose period of office is liable to determination by retirement of directors by rotation, and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement, as an Independent Director with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **(Ordinary Resolution)**.

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
25	6797695	36	2664	7270359	93.54



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
2	470000	0	0	7270359	6.46

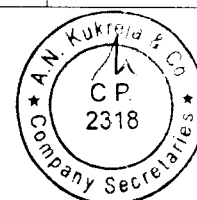
(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(9)Resolution Item No. 9: Appointment of Mr. Narendra Kumbhat (DIN No. 00035665) whose period of office is liable to determination by retirement of directors by rotation, and in respect of the company has received notice in writing; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement, as an Independent Director with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **(Ordinary Resolution).**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
24	6797692	36	2664	7270356	93.54



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
2	470000	0	0	7270356	6.46

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(10)Resolution Item No, 10: Appointment of Ms Nishi Sabharwal (DIN No. 06963293), pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules there under. read with Schedule IV of the Act and as per Listing Agreements with stock exchanges; as a non-executive Independent Director to hold office for 5 consecutive years for a term up to the conclusion of 26th Annual General Meeting of the Company i.e. in the year 2019 , not liable to retire by rotation. **(Ordinary Resolution).**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
24	2244695	36	2664	2717359	82.70



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
2	470000	0	0	2717359	17.30

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(11)Resolution Item No, 11: To adopt new Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013 and rules framed there under, containing regulations in conformity with the Companies Act, 2013. **(Special resolution)**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
25	6797695	36	2664	7270359	93.54



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
2	470000	0	0	7270359	6.46

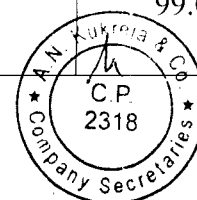
(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(12)Resolution Item No, 12: Approval for payment of remuneration of Rs. 40,000/-, pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors’) Rules, 2014 to M/s K.G. Goel and Associate, Cost Accountants (Registration No. 000024), appointed by the Board of Directors of the Company, for audit of cost records of the company for financial year ending 31st March, 2015.

(Ordinary Resolution)**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
26	7197695	36	2664	7270359	99.04



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
1	70000	0	0	7270359	0.96

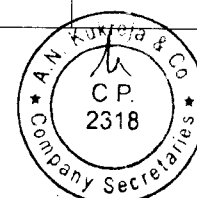
(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(13) Resolution : Item No. 13: Approval under Section 180(1) (a) and other applicable provisions of the Companies Act, 2013 according consent to the Board for creation of mortgages, charges, on all the immovable and movable properties of the Company both present and future and to do all such acts and things as may be necessary for giving effect to this resolution. **(Special Resolution)**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
25	6797695	36	2664	7270359	93.54



(II) VOTED AGAINST THE RESOLUTION:

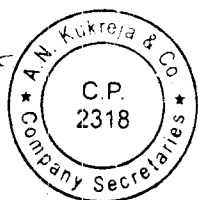
No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
2	470000	0	0	7270359	6.46

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

All the above resolutions including special resolutions have been passed by requisite majority.


(A.N.Kukreja)
Scrutinizer
CP No. 2318



Date: September 30, 2014