

Corporate Office :

A-60, Naraina Industrial Area, Phase-I,
New Delhi-110 028 INDIA
Tel: 91-11-41411070/71/72
Fax : 91-11-25792194

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/ 9192/2014

1st October, 2014

**Sub: Gist of the proceedings of the Annual General Meeting of Shyam
Telecom Limited held on September 30, 2014**

The 21st Annual General Meeting of the Members of the Company was held on September 30, 2014 at 11.00 a.m., at Hotel Hilton, Plot No. 42, Geejgarh House, Hawa Sadak Road, Jaipur 302006.

Mr. Alok Tandon chaired the proceedings of the Meeting. Total 36 Members attended the Meeting as per the records of attendance.

The Chairman gave an overview of the financial performance of the Company for the financial year ended March 31, 2014 and its future outlook. The printed copy of Chairman's Statement was also distributed to the Members attending the Meeting.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced at 11.00 A.M. on September 24, 2014 and ended at 05.00 P.M. on September 26, 2014. Mr. A. N. Kukerja, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed the Members that the Company has arranged for a poll on all the 13 resolutions to be passed at the Meeting. Thereafter, all the 13 resolutions were proposed and seconded. On the invitation of the Chairman, several Members addressed the Meeting, given their suggestions and raised queries on the Company's accounts and businesses, which were replied by the Chairman. Thereafter, the Chairman ordered for a poll to be taken at the meeting



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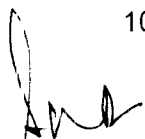
and appointed Mr. A. N. Kukerja, Practicing Company Secretary as the Scrutinizer for the poll process and requested him for an orderly conduct of the voting. The Chairman announced that the combined result of e-voting and the electronic poll will be put on the Company's website. The resolutions passed by the Members, briefly, related to:

ORDINARY BUSINESSES:

1. Adoption of (a) Audited Financial Statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon; and (b) Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2014 (Ordinary Resolution).
2. Appointment of Mr. Rajiv Mehrotra, Director retiring by rotation (Ordinary Resolution).
3. Appointment of Mr. Ajay Khanna, Director retiring by rotation (Ordinary Resolution).
4. Appointment of Auditors and fixing their Remuneration (Ordinary Resolution)

SPECIAL BUSINESSES:

5. Re-Appointment of Mr. Ajay Khanna as a Managing Director of the Company for the 5 years. (Ordinary Resolution)
6. Appointment of Mr. Achintya Karati as an Independent Director to hold office up to March 31, 2019 (Ordinary Resolution)
7. Appointment of Mr. Vinod Juneja as an Independent Director to hold office up to March 31, 2019 (Ordinary Resolution)
8. Appointment of Mr. C. S. Malhotra as an Independent Director to hold office up to March 31, 2019 (Ordinary Resolution)
9. Appointment of Mr. Narendra Kumbhat as an Independent Director to hold office up to March 31, 2019 (Ordinary Resolution)
10. Appointment of Mrs. Nishi Sabharwal as an Independent Director to hold office up to March 31, 2019 (Ordinary Resolution)



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11. Adoption of new Articles of Association of the Company (Special Resolution).
12. Approval of the Remuneration of the Cost Auditors for the Financial Year ending March 31, 2015 (Ordinary Resolution)
13. Approval of Mortgage/Create charge on properties of the Company.

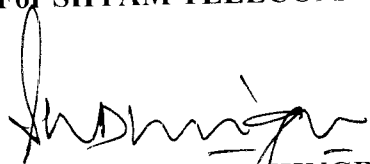
The poll results were notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

This is for your information and circulation to the members of the Exchange.

Thanking You

Yours Sincerely

For SHYAM TELECOM LIMITED



**DHARMENDER DHINGRA
VICE PRESIDENT (LEGAL)
& COMPANY SECRETARY**